ILLINOIS STATE
BAR ASSOCIATION

Board of Governor Meeting
March 10, 2017

Action Agenda Item #6
Scope and Correlation
(021517)

ILLINOIS STATE BAR ASSOCIATION

Standing Committee on Scope & Correlation
February 15, 2017
Conference Call Meeting

MINUTES

Members Present: McCluskey (Chair), Davi, Duignan, Durkin, Fruehling, Krolikowska, O'Brien, Orsey, and Sosin

Members Absent: Saeedi

Also Present: Executive Director Craghead, General Counsel Northrup, and Assistant to the Executive Director Weaver

Chair McCluskey called the meeting to order at 2:00 p.m. and presided throughout.

1. Minutes

Motion Durkin/Davi to approve the Minutes of the September 15, 2016 meeting as submitted. Motion carried.

2A. Request of Standing Committee on Legal Technology

The Standing Committee had requested authorization for an out-of-state meeting at the headquarters of Share File in Raleigh, North Carolina to learn firsthand about cloud-based data storage and sharing. A copy of the memorandum making the request is attached. The Committee discussed the request, including a review of the costs of a prior out-of-state travel meeting of the Committee, the status of the Committee's 2016-17 budget, and alternate meeting opportunities afforded by the technology of today. Motion Durkin/Krolikowska to recommend to the Board of Governors that the request be declined. Motion carried.

2B. Supreme Court Rule 769

The Standing Committee on Legal Technology had requested that Rule 769 be amended by the addition of certain comments. The memorandum requesting the amendment is attached. Motion Durkin/Krolikowska to recommend to the Board of Governors that it approve the proposed amendments, subject to any comments of the Standing Committee on ARDC and the Standing Committee on Professional Responsibility, with such comments requested to be available in time for consideration at the March 10, 2017 meeting of the Board of Governors. Motion carried.

3. ISBA Participation in ABA House of Delegates

At the request of Chair McCluskey, the Scope Committee continued its discussion of the composition of the ISBA delegation to the ABA House, Chair McCluskey suggested that the interests of the ISBA might be better served if there were more "at large" delegates who are eligible to serve for ten consecutive years, rather than four ex-officio ISBA officer delegates who normally only serve for four years. In addition, Chair McCluskey explained that there would likely be cost savings in reducing the number of ex-officio officer delegates. The Scope Committee discussed all of these considerations. Motion Durkin/Fruehling to request staff to draft amendments to the ABA Delegate Election Policy that would reduce the number of ex-officio officer delegates by two and increase the "at large" delegates by two for consideration at the next Scope Meeting. Motion carried.

4. "Under Represented" Seats on the Board of Governors

The Bylaws of the Association require that the Board "review and reexamine" the appointed Board seats in 2016-17. The Scope Committee opined that it would be more workable for the Scope Committee to undertake this task and make recommendations to the Board for consideration at the May 20, 2017 meeting of the Board. Motion Durkin/Orsey to authorize the appointment of a subcommittee of the Scope Committee to promptly undertake the review and prepare its findings and recommendations, if any, for initial consideration at the next meeting. Motion carried. Chair McCluskey appointed Durkin (Chair), Saeedi, Krolikowska, Sosin and Duignan as members of the subcommittee.

5. Illinois Bar Foundation – Proposed Bylaw Amendments

The IBF has proposed amendments to its Bylaws, and any amendment to those Bylaws must be approved by the ISBA Board of Governors. The Scope Committee reviewed the proposed amendments contained in the attached material. Motion Durkin/Sosin to recommend to the Board of Governors that it approve the amendments. Motion carried.

6. Proposed Lead Generation Rule

The General Counsel presented a report on the status and related aspects of a Supreme Court Rule on lead generation. The Scope Committee discussed the importance of this issue and its desire to move forward. Motion Durkin/Krolikowska that the materials pertaining to the proposed rule be referred to the Standing Committee on Professional Conduct, the General Practice, Solo and Small Firm Section Council and the Tort Law Section Council, and others as may be warranted, with a request that those groups review the issue and provide comments in time for a final proposal to be considered at the next meeting of the Scope Committee. Motion Carried.

7. Standing Committee on Legal Education, Admission and Competence – Rural Practice

The Scope Committee noted the issues being explored by the LEAC Committee regarding rural practice in Illinois and that appropriate staff would work with LEAC to further define its suggestions.

8. Supreme Court Rule 711

The Scope Committee noted the decision of the Supreme Court of Illinois on the revision to Rule 711 proposed by the Association. There was discussion about whether a response to the decision would be appropriate. Chair McCluskey suggested that this is a sensitive matter and that communication, if any, might be better received from the leadership.

9. Supreme Court Rule 23

The Scope Committee noted the decision of the Supreme Court of Illinois on the amendment of Rule 23 proposed by a Joint IJA/CBA/ISBA Committee.

10. Next Meeting

The next meeting was scheduled for 3:00 p.m. on Thursday, May 4, 2017 via conference call.

There being no further business, the meeting was adjourned at 3:30 p.m.

Respectfully submitted,

Robert E. Craghead
Secretary

M E M O R A N D U M

DATE: August 31, 2016

TO: ISBA Scope & Correlation Committee

FROM: ISBA Standing Committee on Legal Technology

SUBJECT: Committee visit to cloud law provider Citrix ShareFile

Dear Scope & Correlation Committee,

Digital data stored in the cloud is a fact of life for lawyers and their clients. Storing and sharing that data securely and easily though can be a challenge. Citrix ShareFile has created a solution that promises to do just that as well as working on other products to make a lawyer's digital life easier including docketing, electronic signatures and more on their product roadmap. A visit to ShareFile's Raleigh, N.C., headquarters by CoLT will provide an opportunity for ISBA's premier legal technology group to learn more about their existing and future products and share this information with ISBA members via the Illinois Bar Journal and newsletters. It also provides an opportunity for members of CoLT to share the concerns and needs of Illinois lawyers with the ShareFile team.

Much as with the Google trip that resulted in numerous articles as well as information presented at various CLE sessions by CoLT members, similar results will be achieved from ShareFile. ShareFile is rapidly becoming a "go to" resource for lawyers and firms when it comes to online file storage, synchronization and transfer. Add in the expanded capabilities that Citrix and ShareFile are bringing to the legal marketplace, making Illinois lawyers aware of their options become more important especially in light of the adoption of the changes to Rule 1.1 and 1.6.

CoLT has always been mindful of our budget and has not spent its full budget for a number of years. Like the Google trip, CoLT will conduct a committee meeting during this trip. ISBA travel and expense guidelines will be followed.

Those guidelines provide up to $180 for one night of hotel and up to $350 for airfare. Costs for the 2012 trip to Google came to $5,500 and it is expected that costs would be similar, if not lower, for this visit.

Thank you for consideration.

Regards,
Mark Palmer, Chair, ISBA Standing Committee on Legal Technology

MEMORANDUM

TO: ISBA Scope & Correlation Committee

FROM: ISBA Standing Committee on Legal Technology (COLT)

Date: December 20, 2016

Re: Proposed Rule Change – SCR 769 (Comments)

I am writing on behalf of the ISBA's Committee on Legal Technology (COLT). We are asking the ISBA to support a proposed rule change to the official comments on Illinois Supreme Court Rule 769 – Maintenance of Records.

BACKGROUND
SCR 769 addresses an attorney's duty regarding maintenance of records. As noted recently in the Illinois Bar Journal, attorneys have experienced a "digital storage revolution" over the past few years. The cost of storing files and records electronically has dropped dramatically and attorneys are increasingly turning to electronic storage to meet their ethical duties. While we know that the future is digital, we also know that technology rapidly changes. We believe the rules should recognize and accommodate this inevitable change.

CURRENT RULE
SCR 769 and the official comment currently provides:
Rule 769. Maintenance of Records

It shall be the duty of every attorney to maintain originals, copies or computer-generated images of the following:

(1) records which identify the name and last known address of each of the attorney's clients and which reflect whether the representation of the client is ongoing or concluded; and

(2) all financial records related to the attorney's practice, for a period of not less than seven years, including but not limited to bank statements, time and billing records, checks, check stubs, journals, ledgers, audits, financial statements, tax returns and tax reports.

Committee Comment (April 1, 2003)

This amendment gives attorneys the option of maintaining records in forms that save space and reduce cost without increasing the risk of premature destruction. For example, CDs and DVDs have a normal life exceeding seven years, so an attorney might use them to maintain financial records. At present, however, floppy disks, tapes, hard drives, zip drives, and other magnetic media have insufficient normal life to meet the requirements of this rule.

We believe the comment is too narrow and dated. Instead, it should reflect that technology will continue to change and that lawyers should consider industry standards in assessing their options.

PROPOSAL
We request that the following comment be adopted:

As technology and its capabilities rapidly change, this rule is intended to provide guidelines as to the obligations of attorneys and their ability to use digital media or other electronic forms to store their records and not dictate the specific media or technology they must use. Attorneys may use industry standard technology that has a reasonable likelihood of providing necessary access capabilities to records for at least seven years. For example, online storage or archiving services that provide for long term access as well as local media such as redundant arrays of inexpensive disks with backups, properly stored optical media as well as other existing or future media that can be used onsite or in the cloud which provides a reasonable likelihood of access seven or more years. These examples are in no way the only media that conform to this Rule. Lawyers must look to use technology industry standards in determining the appropriate technology that complies with this Rule and their obligations under it.

We look forward to hearing your thoughts.

Respectfully,

Trent L. Bush

ILLINOIS BAR FOUNDATION

~~BY-LAWS~~ BYLAWS
ILLINOIS BAR FOUNDATION

(As Amended and Approved by the IBF Board of Directors, ~~June 18, 2015~~June 16, 2016

ARTICLE I
PURPOSES

The Illinois Bar Foundation (hereinafter "Foundation"), the charitable affiliate of the Illinois State Bar Association (hereinafter "ISBA"), shall be organized and operated exclusively for charitable, literary and educational purposes within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), and Section 103.5 of the Illinois General Not-For-Profit Corporation Act of 1986, 805 ILCS 105/101.01 et seq., as now in effect or as may hereafter be amended ("the NFP Act").~~.~~

The specific purposes for which the ~~Illinois State Bar Association~~ISBA formed the ~~Illinois Bar~~ Foundation include the following:

~~a) To foster and maintain the honor and integrity of the profession of law;~~
~~b) To improve and to facilitate the administration of justice;~~
~~c) To promote the study of law and research therein, the diffusion of knowledge thereof and the continuing education of lawyers;~~
~~d) To cause to be published and to distribute addresses, reports, treatises and other literary works on legal subjects;~~
~~e) To acquire, preserve and exhibit rare books and documents, subjects of art and items of historical interest having legal significance; or~~
a~~f~~) To relieve, aid and assist as charitable acts deserving members of the Bar who shall be ill, incapacitated or superannuated and in need of aid, and the dependents of such members in need of aid; and
b~~g~~) To ~~otherwise~~ support and promote the equal access to the legal system; and ~~and rights and privileges provided under the Constitution of the United States and the Constitution and Laws of the State of Illinois.~~
c) To engage is all lawful charitable activities as the Foundation shall, from time to time, deem appropriate

The Foundation also has such powers and responsibilities as are now or may hereafter be granted by the ~~General Not-For-Profit Corporation Act of the state of Illinois.~~NFP Act.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, ~~trustees~~, Directors, ~~o~~Officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under

Section 501(c)(3) of the ~~Internal Revenue~~ Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the ~~Internal Revenue~~ Code, or any corresponding section of any future federal tax code.

The Foundation shall distribute its income for each tax year at such time and in such manner not to become subject to the tax on undistributed income imposed by Section 4942 of the ~~Internal Revenue~~ Code ~~of 1986~~, or the corresponding provision of any future ~~United States Internal Revenue Law~~federal tax code. The Foundation shall not engage in any act of self-dealing as defined in Section 4943(c) of the ~~Internal Revenue~~ Code ~~of 1986~~ or the corresponding provision of any future ~~United States Internal Revenue Law~~federal tax code, nor make any investments in such manner as to incur tax liability under Section 4944 of the ~~Internal Revenue~~ Code ~~of 1986~~ or the corresponding provision of any future ~~United States Internal Revenue Law~~federal tax code, nor make any taxable expenditures as defined in Section 4945(d) of the ~~Internal Revenue~~ Code of ~~1986~~, or the corresponding provision of any future ~~United States Internal Revenue Law~~federal tax code.

ARTICLE II
OFFICES

The Foundation shall have and continuously maintain in the state of Illinois a Registered Office and a Registered Agent whose office is identical with such Registered Office, and may have other offices within or without the state of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors ("Board").

Section 2. Number, Tenure and Qualification. There shall be thirty (30) Directors composed of:

a. Twelve (12) District Directors to be elected by the Board of Governors of the ~~Illinois State Bar Association~~ISBA;

b. The President and three vice presidents of the ~~Illinois State Bar Association~~ISBA who shall be ex-officio members of the Board ~~of Directors~~ of the Foundation and who shall hold office during their respective terms as such Officers of the ~~Illinois State Bar Association~~ISBA;

c. Two (2) members of the Board of Governors of the ~~Illinois State Bar Association~~ISBA who shall be appointed at large by the President of the ~~Illinois State Bar Association~~ISBA and shall serve during his or her term as President;

d. The Immediate Past Chair of the ISBA Young Lawyers Division. If such person is unable to serve, then the ISBA Board of Governors shall appoint a member of the Young Lawyers Division ~~Council~~ to serve the term;

e. The President, First Vice President, Second Vice President, Third Vice President and Immediate Past President of the Foundation who shall be ex officio members of the Board ~~of Directors~~;

f. The Chair, Vice-Chair and Secretary of The Fellows who shall be ex-officio members of the Board ~~of Directors~~ and who shall hold office during their respective terms as Fellows Officers;

g. Three (3) at-large Directors serving staggered three-year terms, to be appointed by the President of the Foundation. These three at-large Directors' terms will be staggered such that each year the then-current President of the Board will make one appointment for a three year term and fill the remaining terms of vacancies, if any.

~~g. Three (3) at large Directors appointed by the President of the Illinois Bar Foundation.~~

Except as otherwise provided, each Director shall hold office for a term of two (2) years and until his or her successor is elected and qualified. No Director shall serve more than six (6) consecutive years as a Director and thereafter shall not be reappointed as a Director for two (2) years after the completion of six (6) years of service on the Board~~ of Directors~~. Any Director who is elected as President, First Vice President, Second Vice President, Third Vice President or Fellows Officer shall not be subject to the term limitation of this section so long as ~~that~~ he or she is serving ~~in that position~~as such officer.

Section 3. Geographic Districts of Directors. To assure representation of all areas of the S~~s~~tate on the Board of Directors, the Twelve District Directors shall be elected from each of the Judicial Districts under Article VI of the Constitution of the State of Illinois (1970) as follows: four (4) Directors from the First District and two (2) Directors from each of the Second, Third, Fourth and Fifth Districts. Two (2) of the Directors from the First District and one (1) Director from each of the Second, Third, Fourth and Fifth Districts shall be appointed in the odd years; all others shall be appointed in even years.

Judicial Districts shall be determined by Director's primary office address.

Section 4. Duties of Directors. The Board ~~of Directors~~ has the principal responsibility for the fulfillment of the Foundation's mission and the legal accountability for its operation. The Board ~~of Directors~~ shall determine the overall mission and goals of the Foundation, establish policies related to the governance of the Foundation, secure adequate financial resources to fund Foundation operations, approve the annual budget and provide financial oversight and ensure compliance with applicable governmental regulations.

In addition to these general duties, the Board ~~of Directors~~ shall maintain a separate Board of Directors Job Description which identifies specific duties of Directors and shall from time to time review and update such description.

Section 5. Regular Meetings. ~~The annual meeting of the Board of Directors will be held at a place in conjunction with the annual meeting of the Illinois State Bar Association, and the Officers elected at said meeting will take office upon their election.~~

Regular meetings of the Board ~~of Directors~~ shall be scheduled on a quarterly basis by the Board or the President. ~~with the next quarterly meeting being set at the conclusion of the meeting preceding the meeting to be set~~. Any quarterly meeting of the Board ~~of Directors~~ may be cancelled if, in the discretion of the President after consultation with the Secretary, there is insufficient business to be conducted by the Board ~~of Directors exists~~. The annual meeting of the Board (one of the quarterly meetings) will be held at a place in conjunction with the annual meeting of the ISBA, and the Officers elected at said meeting will take office upon their election

Section 6. Special Meetings. Special meetings of the Board ~~of Directors~~ may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board ~~of Directors~~ may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board~~ of Directors, called by them.~~

Section 7. Notice of Meetings. Notice of all meetings and other actions of the Foundation and the Board ~~of Directors~~ shall be in compliance with the ~~General Not-For-Profit Corporation Act of 1986, as amended, 805 ILCS 105/101.01, et seq.~~ NFP Act.

Section 8. Quorum. A majority of the duly elected and acting Directors shall constitute a quorum for the transaction of business at any meeting of the Board ~~of Directors~~ provided that if less than the stated quorum of the Directors ~~are~~ is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board~~ of Directors~~, except where otherwise provided by law or by these Bylaws.

Section 10. Absences From Board Meetings. If a duly elected or appointed member of the Board~~ of Directors~~ has three (3) consecutive absences from meetings of the Board, the member's seat shall be declared vacant.

Section 11. Vacancies. Any vacancy on the Board ~~of Directors~~ occurring by reason of the death, resignation or other disqualification of any Director shall be filled by the original appointing authority. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Time served completing an unexpired term of office shall not count toward the maximum length of Board service as defined by Article III, Section 2 of these Bylaws.

Section 12. Compensation. Directors shall receive no stated salaries for their services, but by resolution of the Board~~ of Directors~~, ~~a fixed sum and~~ reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board~~ of Directors~~; provided, that nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

Section 13. Action Without A Meeting. Unless specifically prohibited by the Articles of Incorporation or Bylaws, any action required to be taken at a meeting of the Board~~ of Directors~~, or any other action which may be taken at a meeting of the Board~~ of Directors~~, or of any committee thereof, may be taken in a manner authorized by the General Not-For-Profit Corporation Act of 1986, as amended.

ARTICLE IV
OFFICERS

Section 1. Officers. ~~Beginning in October 2012, and continuing thereafter, the~~The Officers of the Foundation shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Treasurer, a Secretary and such other O~~o~~fficers as may be elected in accordance with the provisions of this article. The Board ~~of Directors~~ may elect or appoint such other Officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board ~~of Directors~~.

Section 2. Election and Term of Office. ~~Beginning in October of 2014,~~ The President, First Vice President, Second Vice President, and Third Vice President of the Foundation shall serve for a one (1) year term and shall take office at the regular annual meeting. The Board of Directors shall elect a Third Vice President annually at or before its regular annual meeting. The Office of the President shall rotate from a Director residing in the First Judicial District a Director residing in the Second, Third, Fourth, or Fifth Judicial Districts, followed by a Director from any Judicial District, except as may result pursuant to the balance of this section. The First Vice President shall automatically succeed to the O~~o~~ffice of President at the conclusion of his or her term. The Second Vice President shall automatically succeed to the O~~o~~ffice of First Vice President at the conclusion of his or her term. The Third Vice President shall automatically succeed to the O~~o~~ffice of Second Vice President at the conclusion of his or her term. Each candidate for any vacancy in the Vice Presidential O~~o~~ffices will be chosen in a manner consistent with this Policy.

All other O~~o~~fficers shall continue to be elected annually at the regular annual meeting of the Board of Directors for a one (1) year term. Each Officer, except as otherwise provided, shall hold office until his or her successor shall have ascended or been duly elected and shall have qualified.

Section 3. Removal. Any Officer ~~or Agent~~ elected or appointed by the Board ~~of Directors~~ may be removed by the Board ~~of Directors~~ whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board ~~of Directors~~ for the unexpired portion of the term. An Officer elected to fill a vacancy shall hold office for the unexpired term of the Officer's predecessor in office, and until the Officer's successor ascends consistent with Section 3 above or is elected and qualified.

Section 5. President. The President shall be the Principal Executive Officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board ~~of Directors~~. He or she may sign, with the Secretary or any other proper Officer of the Foundation authorized by the Board ~~of Directors~~, any deeds, mortgages, bonds, contracts, or other instruments which the Board ~~of Directors~~ has authorized to be executed, except in cases where the signing and execution thereof shall

be expressly delegated, by the Board ~~of Directors~~ or by these Bylaws or by statute, to some other Officer ~~or Agent~~ of the Foundation; and in general shall perform all duties incident to the ~~o~~Office of President and such other duties as may be prescribed by the Board ~~of Directors~~ from time to time.

Section 6. Vice Presidents. In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First, Second, and Third Vice Presidents shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board ~~of Directors~~.

In the event that any First Vice President shall have succeeded to the ~~o~~Office of President during his or her term as First Vice President due to the resignation or death of the President then holding office, or due to any other vacancy of such office, then the First Vice President shall continue as President for the term that would have been the normal term as President but for the succession to the O~~o~~ffice of President during the term of his or her vice presidency.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for money due and payable to the Foundation from any sources whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the O~~o~~ffice of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board~~ of Directors. He or she shall, at all reasonable times, exhibit the books and accounts to any Oofficer or Director of the Foundation. When required by the Board of Directors, but at least annually, the Treasurer shall render a statement of accounts.~~

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board ~~of Directors~~ electronically or in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Foundation, keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the O~~o~~ffice of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board~~ of Directors~~. All duties of the Secretary may, from time to time, be delegated to Foundation staff.

Section 9. Assistant Treasurers And Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the Secretary or by the President or the Board~~ of Directors~~.

Section 10. Executive Director. The Executive Director shall be the chief operating officer of the Foundation. He or she shall be responsible for all day-to-day management functions. The Executive Director shall manage and direct all activities of the Foundation in accordance with policies established by the Board and shall be responsible to the Board and report to the President. Within the Executive Director's authority, and in the course of assigned duties, he or she shall: (a) employ and discharge all members of the staff necessary to carry on the work of the Foundation, and fix their compensation within the approved budget, and (b) define the duties of the staff, ~~supervisor~~ supervise performance and establish titles, and delegate responsibilities as shall, in his or her best judgment, be in the best interests of the Foundation. The Executive Director shall attend all meetings of the Board, the Executive Committee and other Committee meetings as reasonably necessary, serving as an ex officio member, without a vote. The Executive Director may be excused at any such meetings called to review his or her performance and/or compensation.

ARTICLE V.
COMMITTEES

Section 1. Board Committees~~ of Directors.~~ The Foundation shall establish committees, each of which shall consist of three (3) or more Directors, and, where permitted, non-director volunteers. Such committees, to the extent provided, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

The following shall constitute the Standing Committees of the Foundation:

A. Executive
B. Finance & Investment
C. Development
D. Grants
E. Lawyers Care Fund
F. Fellows
G. Nominating

Section 2. Executive Committee. Between meetings of the Board ~~of Directors~~, ongoing oversight of the affairs of the Foundation shall be conducted by the Executive Committee, and the Executive Committee shall have and exercise all the authority of the Board ~~of Directors~~ in the management of the Foundation, except as otherwise required by law. The Executive Committee shall: (a) hire, set reasonable and appropriate compensation for, and annually evaluate the performance of the Executive Director, (b) develop and monitor the Foundation's annual budget, (c) oversee the Fellows Committee, and (d) keep regular minutes of its proceedings and report the same to the Board ~~of Directors~~ at the next meeting of the Board. Unless otherwise provided by resolution of the Board ~~of Directors~~, the Executive Committee shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Immediate Past President, Chair of The Fellows and the ~~2nd~~ Second Vice President of the Illinois State Bar Association. The President shall chair the Executive Committee.

Section 3. Finance & Investment Committee. The Finance ~~and~~ & Investment Committee shall be responsible for: (a) retention and monitoring of the Foundation's auditors; (b) review of all tax filings by the Foundation and all financial reporting of the Foundation; (c) the prudent management of the Foundation's investment portfolio; (d) ~~establishing~~setting and maintaining adequate internal controls for financial management; and (e) selecting and monitoring the Foundation's outside investment advisors, if any. The Committee shall provide the Board a written report at each annual meeting, or as soon as possible thereafter, regarding the Committee's review of said financial reports~~,~~ and investment results. Members of the Committee shall have experience in analyzing financial statements for nonprofit organizations. The Treasurer shall chair the Finance & Investment Committee. .

Section 4. Development Committee. The Development Committee shall develop, implement and monitor an annual and long-term fundraising plan to provide for long-term growth of Foundation assets, including annual giving, cy pres, and planned giving efforts. The Committee shall develop gift acceptance policies and, when necessary, determine whether a gift falls within the guidelines. The Committee will also develop, implement and monitor an annual marketing plan for the Foundation.

(a) The Events Sub-Committee shall develop, implement and monitor all non-Fellows fundraising events as well as participate in ~~event sub-committees~~events such as the Gala.

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(b) ~~Cy Pres Sub-Committee:~~ The Cy Pres Sub-Committee is responsible for encouraging lawyers to recommend and judges to award the Foundation with Cy Pres funds to support its programs.

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(c) ~~Planned Giving Sub-Committee:~~ The Planned Giving Sub-Committee shall implement and monitor planned giving efforts and promote membership in the Foundation's Lincoln Legacy Society.

Section 5. Grants Committee. The Grants ~~Screening~~ Committee shall develop and implement guidelines for awarding grants, review grant proposals and recommend grant awards to the Board. The Committee shall monitor grant awards to ensure that funds are being spent for approved purposes.

Section 6. Lawyers Care Fund Committee. The Lawyers Care Fund Committee shall implement guidelines for awarding subsistence gifts, review and monitor applications for subsistence gifts and make subsistence gift awards.

Section 7. Fellows Committee. The Fellows Committee shall monitor Fellows' fundraising efforts and pursuance of the Fellows mission as detailed in the Fellows Bylaws.

Section 8. Nominating Committee. The Nominating Committee is responsible for recruiting and ~~nominating~~ recommending candidates as members to the Board of Directors, including, without limitation, nomination of the 12 District Directors to be elected by the ISBA Board of Governors as provided for in Article III, Section 2(a).

The Nominating Committee shall consist of ten (10) members, as follows:

A. The ~~i~~Immediate ~~p~~Past ~~p~~President of the Foundation shall serve as the Chair of the Nominating Committee;
B. The First, Second, and Third Vice Presidents of the Foundation;
C. Two (2) members of the Board from the First Judicial District;
D. Two (2) members of the Board from outside the First Judicial District; and
E. The 2nd and 3rd Vice Presidents of the ~~Illinois State Bar Association~~ISBA.

The Nominating Committee shall be appointed by the President prior to April 1st and prior to the expiration of the Presidential term. The Nominating Committee shall convene and recommend a Third Vice President to the Board prior to June 1st of such year. If the Immediate Past President is unable to serve as chair, the Foundation President shall appoint another Director to so serve. In the event of a Committee tie vote, the President shall break the tie.

Section 9. Other Committees. Other committees and subcommittees not having and exercising the authority of the Board ~~of Directors~~ in the management of the Foundation may be designated ad hoc by the President with the concurrence of the Executive Committee, including, without limitation, the following: Bylaws, JusticeCorps and Strategic Planning.

Section 10. ~~Chair and Committee Members~~Committee Leadership and Appointments. One (1) member of each committee shall be appointed Chair by the President for a one year term, and one (1) person shall be appointed Vice Chair, unless otherwise provided for in these Bylaws. The President shall appoint Directors to serve on each committee on an annual basis with the concurrence of the Executive Committee. Unless otherwise provided for in these Bylaws, committees may include ISBA members who are not Directors.

The committee chairs, in consultation with the President, ~~shall~~ may appoint non-director committee members.

Section 11. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board ~~of Directors~~ of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 12. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 13. Quorum. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 14. Rules. Each committee may adopt rules for its own governance, not inconsistent with these Bylaws or with rules adopted by the Board ~~of Directors~~.

ARTICLE VI.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board ~~of Directors~~ may authorize any Officer or Officers~~, Agent or Agents~~ or the Executive Director and/or the Assistant Treasurer of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances or transactions.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ~~Corporation~~Foundation, may be signed by the President, Treasurer, or such other Officers or Directors~~, Aagent or Aagents~~ of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and one other elected Officer of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board ~~of Directors~~ may select.

Section 4. Gifts. The Board ~~of Directors~~ may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. The Board ~~of Directors~~ may delegate any or all of the terms of acceptance to a Committee of the Board in accordance with any adopted Gift Acceptance Policies.

ARTICLE VII.
BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board ~~of Directors~~ and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Foundation may be inspected by any Director, Officer or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII.
INDEMNIFICATION

Section 1. Permissive Indemnification. The Foundation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed lawsuit or other legal proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation, or as a result of any other service on behalf of the Foundation, or is or was serving at the request of the Foundation as a director, officer, manager, employee or agent of another entity, against expenses, including reasonable attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such lawsuit or other legal proceeding to whatever extent the Board deems appropriate, and in any context including a lawsuit or legal proceeding by or in the right of the Foundation, as allowed by Section 108.70 of the NFP Act.

Section 2. Mandatory Indemnification. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed lawsuit or other legal proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an unpaid director, officer, or committee member of the Foundation, or as a result of any other unpaid authorized service on behalf of the Foundation, or is or was serving at the request of the Foundation as an unpaid director, officer, or agent of another entity, against expenses, including reasonable attorney fees, judgments, fines, amounts paid in settlement actually and reasonably incurred by such person in connection with any such lawsuit or other legal proceeding, including a lawsuit or legal proceeding by or in the right of the Foundation, to the fullest extent allowed by Section 108.70 of the NFP Act.

~~The Foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a Director, Officer, employee or Aagent of the Foundation, or who is serving at the request of the Foundation of another corporation, partnership, joint venture, trust or other enterprise, against expenses~~

~~(including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct was unlawful; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, and unless, only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnifiedy for such expenses as the court shall deem proper.~~

~~Expenses (including attorneys' fees) incurred by an Officer or Director in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, or Officer, to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation as authorized under this ?~~

~~**Article VIII.**~~

~~Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the present or former Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made with respect to a person who is a Director or Officer at the time of the determination: (1) by the majority vote of the Directors who were not parties to such action, suit or proceeding, even though less than a quorum, (2) by a Ccommittee of the Directors designated by a majority vote of the Directors, even though less than a quorum, or (3) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion.~~

~~The indemnification and advancement of expenses provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, oOfficer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.~~

~~If the Foundation has paid indemnity or has advanced expenses under this Article VIII to a Director, Oofficer, employee or agent, the Foundation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.~~

~~The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a Director, oOfficer, employee or Aagent of the Foundation, or who is or was serving at the request of the Foundation as a Director, Oofficer, employee or Aagent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article.~~

~~If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.~~

ARTICLE IX.
FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of July in each calendar year and end on the last day of June in the following calendar year.

ARTICLE X.
CONFLICTS OF INTEREST

The Foundation strives to maintain the highest ethical standards in all of its policies, procedures and programs and to avoid conflicts of interest. All persons shall act in good faith in all relationships touching upon their responsibilities to the Foundation and shall avoid any conflict of interest. No person shall personally benefit from his or her relationship with the Foundation other than by reasonable compensation for services approved by the Board of Directors or through established policy. No person shall accept any favor, gratuity or gift which may influence actions concerning the Foundation.

ARTICLE XI.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.
THE FELLOWS OF THE ILLINOIS BAR FOUNDATION

This Foundation shall have an adjunct associated group of individuals who shall be know as "The Fellows of the Illinois Bar Foundation." The conditions for admission to, and the classification of categories within, The Fellows of the Illinois Bar Foundation shall be embodied in a set of Bylaws known as, "Bylaws of The Fellows of the Illinois Bar Foundation" upon adoption by the Board ~~of Directors~~ of the ~~Illinois Bar~~ Foundation.

ARTICLE XIII.
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting; provided, however, no such alteration, amendment, or repeal of Bylaws shall be effective until approved by the Board of Governors of the ~~Illinois State Bar Association.~~ISBA.

ILLINOIS BAR
FOUNDATION

BYLAWS
ILLINOIS BAR FOUNDATION

(As Amended and Approved by the IBF Board of Directors, June 16, 2016

ARTICLE I
PURPOSES

The Illinois Bar Foundation (hereinafter "Foundation"), the charitable affiliate of the Illinois State Bar Association (hereinafter "ISBA"), shall be organized and operated exclusively for charitable, literary and educational purposes within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), and Section 103.5 of the Illinois General Not-For-Profit Corporation Act of 1986, 805 ILCS 105/101.01 et seq., as now in effect or as may hereafter be amended ("the NFP Act").

The specific purposes for which the ISBA formed the Foundation include the following:

a) To relieve, aid and assist as charitable acts deserving members of the Bar who shall be ill, incapacitated or superannuated and in need of aid, and the dependents of such members in need of aid;
b) To support and promote the equal access to the legal system; and
c) To engage in all lawful charitable activities as the Foundation shall, from time to time, deem appropriate

The Foundation also has such powers and responsibilities as are now or may hereafter be granted by the NFP Act.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, , Directors, Officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding section of any future federal tax code.

The Foundation shall distribute its income for each tax year at such time and in such manner not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future federal tax code. The Foundation shall not engage in any act of self-dealing as defined in Section 4943(c) of the Code or the corresponding provision of any future federal tax code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code or the corresponding provision of any future federal tax code, nor make any taxable expenditures as defined in Section 4945(d) of the Code of, or the corresponding provision of any future federal tax code.

ARTICLE II
OFFICES

The Foundation shall have and continuously maintain in the state of Illinois a Registered Office and a Registered Agent whose office is identical with such Registered Office, and may have other offices within or without the state of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors ("Board").

Section 2. Number, Tenure and Qualification. There shall be thirty (30) Directors composed of:

a. Twelve (12) District Directors to be elected by the Board of Governors of the ISBA;
b. The President and three vice presidents of the ISBA who shall be ex-officio members of the Board of the Foundation and who shall hold office during their respective terms as such Officers of the ISBA;
c. Two (2) members of the Board of Governors of the ISBA who shall be appointed at large by the President of the ISBA and shall serve during his or her term as President;
d. The Immediate Past Chair of the ISBA Young Lawyers Division. If such person is unable to serve, then the ISBA Board of Governors shall appoint a member of the Young Lawyers Division to serve the term;
e. The President, First Vice President, Second Vice President, Third Vice President and Immediate Past President of the Foundation who shall be ex officio members of the Board;
f. The Chair, Vice-Chair and Secretary of The Fellows who shall be ex-officio members of the Board and who shall hold office during their respective terms as Fellows Officers;
g. Three (3) at-large Directors serving staggered three-year terms, to be appointed by the President of the Foundation. These three at-large Directors' terms will be staggered such that each year the then-current President of the Board will make one appointment for a three year term and fill the remaining terms of vacancies, if any.

Except as otherwise provided, each Director shall hold office for a term of two (2) years and until his or her successor is elected and qualified. No Director shall serve more than six (6) consecutive years as a Director and thereafter shall not be reappointed as a Director for two (2) years after the completion of six (6) years of service on the Board. Any Director who is elected as President, First Vice President, Second Vice President, Third Vice President or Fellows Officer shall not be subject to the term limitation of this section so long as he or she is serving as such officer.

Section 3. Geographic Districts of Directors. To assure representation of all areas of the State on the Board of Directors, the Twelve District Directors shall be elected from each of the Judicial Districts under Article VI of the Constitution of the State of Illinois (1970) as follows: four (4) Directors from the First District and two (2) Directors from each of the Second, Third, Fourth and Fifth Districts. Two (2) of the Directors from the First District and one (1) Director from each of the Second, Third, Fourth and Fifth Districts shall be appointed in the odd years; all others shall be appointed in even years.

Judicial Districts shall be determined by Director's primary office address.

Section 4. Duties of Directors. The Board has the principal responsibility for the fulfillment of the Foundation's mission and the legal accountability for its operation. The Board shall determine the overall mission and goals of the Foundation, establish policies related to the governance of the Foundation, secure adequate financial resources to fund Foundation operations, approve the annual budget and provide financial oversight and ensure compliance with applicable governmental regulations.

In addition to these general duties, the Board shall maintain a separate Board of Directors Job Description which identifies specific duties of Directors and shall from time to time review and update such description.

Section 5. Regular Meetings. Regular meetings of the Board shall be scheduled on a quarterly basis by the Board or the President. Any quarterly meeting of the Board may be cancelled if, in the discretion of the President after consultation with the Secretary, there is insufficient business to be conducted by the Board . The annual meeting of the Board (one of the quarterly meetings) will be held at a place in conjunction with the annual meeting of the ISBA, and the Officers elected at said meeting will take office upon their election

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board.

Section 7. Notice of Meetings. Notice of all meetings and other actions of the Foundation and the Board shall be in compliance with the NFP Act.

Section 8. Quorum. A majority of the duly elected and acting Directors shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than the stated quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

Section 10. Absences From Board Meetings. If a duly elected or appointed member of the Board has three (3) consecutive absences from meetings of the Board, the member's seat shall be declared vacant.

Section 11. Vacancies. Any vacancy on the Board occurring by reason of the death, resignation or other disqualification of any Director shall be filled by the original appointing authority. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Time served completing an unexpired term of office shall not count toward the maximum length of Board service as defined by Article III, Section 2 of these Bylaws.

Section 12. Compensation. Directors shall receive no stated salaries for their services, but by resolution of the Board, reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

Section 13. Action Without A Meeting. Unless specifically prohibited by the Articles of Incorporation or Bylaws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, or of any committee thereof, may be taken in a manner authorized by the General Not-For-Profit Corporation Act of 1986, as amended.

ARTICLE IV
OFFICERS

Section 1. Officers. The Officers of the Foundation shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Treasurer, a Secretary and such other Officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other Officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board.

Section 2. Election and Term of Office. The President, First Vice President, Second Vice President, and Third Vice President of the Foundation shall serve for a one (1) year term and shall take office at the regular annual meeting. The Board of Directors shall elect a Third Vice President annually at or before its regular annual meeting. The Office of the President shall rotate from a Director residing in the First Judicial District; a Director residing in the Second, Third, Fourth, or Fifth Judicial Districts; followed by a Director from any Judicial District, except as may result pursuant to the balance of this section. The First Vice President shall automatically succeed to the Office of President at the conclusion of his or her term. The Second Vice President shall automatically succeed to the Office of First Vice President at the conclusion of his or her term. The Third Vice President shall automatically succeed to the Office of Second Vice President at the conclusion of his or her term. Each candidate for any vacancy in the Vice Presidential Offices will be chosen in a manner consistent with this Policy.

All other Officers shall continue to be elected annually at the regular annual meeting of the Board of Directors for a one (1) year term. Each Officer, except as otherwise provided, shall hold office until his or her successor shall have ascended or been duly elected and shall have qualified.

Section 3. Removal. Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. An Officer elected to fill a vacancy shall hold office for the unexpired term of the Officer's predecessor in office, and until the Officer's successor ascends consistent with Section 3 above or is elected and qualified.

Section 5. President. The President shall be the Principal Executive Officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board. He or she may sign, with the Secretary or any other proper Officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated, by the Board or by these Bylaws or by statute, to some other Officer of the Foundation; and in general shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice Presidents. In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First, Second, and Third Vice Presidents shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

In the event that any First Vice President shall have succeeded to the Office of President during his or her term as First Vice President due to the resignation or death of the President then holding office, or due to any other vacancy of such office, then the First Vice President shall continue as President for the term that would have been the normal term as President but for the succession to the Office of President during the term of his or her vice presidency.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for money due and payable to the Foundation from any sources whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. All duties of the Treasurer may, from time to time, be delegated to Foundation staff.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board electronically or in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Foundation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board. All duties of the Secretary may, from time to time, be delegated to Foundation staff.

Section 9. Assistant Treasurers And Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the Secretary or by the President or the Board.

Section 10. Executive Director. The Executive Director shall be the chief operating officer of the Foundation. He or she shall be responsible for all day-to-day management functions. The Executive Director shall manage and direct all activities of the Foundation in accordance with policies established by the Board and shall be responsible to the Board and report to the President. Within the Executive Director's authority, and in the course of assigned duties, he or she shall: (a) employ and discharge all members of the staff necessary to carry on the work of the Foundation, and fix their compensation within the approved budget, and (b) define the duties of the staff, supervise performance and establish titles, and delegate responsibilities as shall, in his or her best judgment, be in the best interests of the Foundation. The Executive Director shall attend all meetings of the Board, the Executive Committee and other Committee meetings as reasonably necessary, serving as an ex officio member, without a vote. The Executive Director may be excused at any such meetings called to review his or her performance and/or compensation.

ARTICLE V.
COMMITTEES

Section 1. Board Committees. The Foundation shall establish committees, each of which shall consist of three (3) or more Directors, and, where permitted, non-director volunteers. Such committees, to the extent provided, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

The following shall constitute the Standing Committees of the Foundation:

a. Executive
b. Finance & Investment
c. Development
d. Grants
e. Lawyers Care Fund
f. Fellows
g. Nominating

Section 2. Executive Committee. Between meetings of the Board, ongoing oversight of the affairs of the Foundation shall be conducted by the Executive Committee, and the Executive Committee shall have and exercise all the authority of the Board in the management of the Foundation, except as otherwise required by law. The Executive Committee shall: (a) hire, set reasonable and appropriate compensation for, and annually evaluate the performance of the Executive Director, (b) develop and monitor the Foundation's annual budget, (c) oversee the Fellows Committee, and (d) keep regular minutes of its proceedings and report the same to the Board at the next meeting of the Board. Unless otherwise provided by resolution of the Board, the Executive Committee shall consist of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Immediate Past President, Chair of The Fellows and the Second Vice President of the Illinois State Bar Association. The President shall chair the Executive Committee.

Section 3. Finance & Investment Committee. The Finance & Investment Committee shall be responsible for: (a) hiring and monitoring of the Foundation's auditors; (b) review of all tax filings by the Foundation and all financial reporting of the Foundation; (c) the prudent management of the Foundation's investment portfolio; (d) setting and maintaining adequate internal controls for financial management; and (e) selecting and monitoring the Foundation's outside investment advisors, if any. The Committee shall provide the Board a written report at each annual meeting, or as soon as possible thereafter, regarding the Committee's review of said financial reports and investment results. Members of the Committee shall have experience in analyzing financial statements for nonprofit organizations. The Treasurer shall chair the Finance & Investment Committee. .

Section 4. Development Committee. The Development Committee shall develop, implement and monitor an annual and long-term fundraising plan to provide for long-term growth of Foundation assets, including annual giving, cy pres, and planned giving efforts. The Committee shall develop gift acceptance policies and, when necessary, determine whether a gift falls within the guidelines. The Committee will also develop, implement and monitor an annual marketing plan for the Foundation.

a. The Events Sub-Committee shall develop, implement and monitor all non-Fellows fundraising events as well as participate in events such as the Gala.
b. The Cy Pres Sub-Committee is responsible for encouraging lawyers to recommend and judges to award the Foundation with cy pres funds to support its programs.
c. The Planned Giving Sub-Committee shall implement and monitor planned giving efforts and promote membership in the Foundation's Lincoln Legacy Society.

Section 5. Grants Committee. The Grants Committee shall develop and implement guidelines for awarding grants, review grant proposals and recommend grant awards to the Board. The Committee shall monitor grant awards to ensure that funds are being spent for approved purposes.

Section 6. Lawyers Care Fund Committee. The Lawyers Care Fund Committee shall implement guidelines for awarding subsistence gifts, review and monitor applications for subsistence gifts, and make subsistence gift awards.

Section 7. Fellows Committee. The Fellows Committee shall monitor Fellows' fundraising efforts and pursuance of the Fellows mission as detailed in the Fellows Bylaws.

Section 8. Nominating Committee. The Nominating Committee is responsible for recruiting and recommending candidates as members to the Board of Directors, including, without limitation, nomination of the 12 District Directors to be elected by the ISBA Board of Governors as provided for in Article III, Section 2(a).

The Nominating Committee shall consist of ten (10) members, as follows:

a. The Immediate Past President of the Foundation shall serve as the Chair of the Nominating Committee;
b. The First, Second, and Third Vice Presidents of the Foundation;
c. Two (2) members of the Board from the First Judicial District;
d. Two (2) members of the Board from outside the First Judicial District; and
e. The 2nd and 3rd Vice Presidents of the ISBA.

The Nominating Committee shall be appointed by the President prior to April 1st and prior to the expiration of the Presidential term. The Nominating Committee shall convene and recommend a Third Vice President to the Board prior to June 1st of such year. If the Immediate Past President is unable to serve as chair, the Foundation President shall appoint another Director to so serve. In the event of a Committee tie vote, the President shall break the tie.

Section 9. Other Committees. Other committees and subcommittees not having and exercising the authority of the Board in the management of the Foundation may be designated ad hoc by the President with the concurrence of the Executive Committee, including, without limitation, the following: Bylaws, JusticeCorps and Strategic Planning.

Section 10. Committee Leadership and Appointments. One (1) member of each committee shall be appointed Chair by the President for a one year term, and one (1) person shall be appointed Vice Chair, unless otherwise provided for in these Bylaws. The President shall appoint Directors to serve on each committee on an annual basis with the concurrence of the Executive Committee. Unless otherwise provided for in these Bylaws, committees may include ISBA members who are not Directors. The committee chairs, in consultation with the President, may appoint non-director committee members.

Section 11. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 12. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 13. Quorum. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 14. Rules. Each committee may adopt rules for its own governance, not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any Officer or Officers or the Executive Director and/or the Assistant Treasurer of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances or transactions.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, may be signed by the President, Treasurer, or such other Officers or Directors of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and one other elected Officer of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. The Board may delegate any or all of the terms of acceptance to a Committee of the Board in accordance with any adopted Gift Acceptance Policies.

ARTICLE VII.
BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Foundation may be inspected by any Director, Officer or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII.
INDEMNIFICATION

Section 1. Permissive Indemnification. The Foundation <u>may</u> indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed lawsuit or other legal proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or Agent of the Foundation, or as a result of any other service on behalf of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, manager, employee or Agent of another entity, against expenses, including reasonable attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such lawsuit or other legal proceeding to whatever extent the Board deems appropriate, and in any context including a lawsuit or legal proceeding by or in the right of the Foundation, as allowed by Section 108.70 of the NFP Act.

Section 2. Mandatory Indemnification. The Foundation <u>shall</u> indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed lawsuit or other legal proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an unpaid Director, Officer, or committee member of the Foundation, or as a result of any other unpaid authorized service on behalf of the Foundation, or is or was serving at the request of the Foundation as an unpaid Director, Officer, or Agent of another entity, against expenses, including reasonable attorney fees, judgments, fines, amounts paid in settlement actually and reasonably incurred by such person in connection with any such lawsuit or other legal proceeding, including a lawsuit or legal proceeding by or in the right of the Foundation, to the fullest extent allowed by Section 108.70 of the NFP Act.

ARTICLE IX.
FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of July in each calendar year and end on the last day of June in the following calendar year.

ARTICLE X.
CONFLICTS OF INTEREST

The Foundation strives to maintain the highest ethical standards in all of its policies, procedures and programs and to avoid conflicts of interest. All persons shall act in good faith in all relationships touching upon their responsibilities to the Foundation and shall avoid any conflict of interest. No person shall personally benefit from his or her relationship with the Foundation other than by reasonable compensation for services approved by the Board of Directors or through established policy. No person shall accept any favor, gratuity or gift which may influence actions concerning the Foundation.

ARTICLE XI.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.
THE FELLOWS OF THE ILLINOIS BAR FOUNDATION

This Foundation shall have an adjunct associated group of individuals who shall be know as "The Fellows of the Illinois Bar Foundation." The conditions for admission to, and the classification of categories within, The Fellows of the Illinois Bar Foundation shall be embodied in a set of Bylaws known as, "Bylaws of The Fellows of the Illinois Bar Foundation" upon adoption by the Board of the Foundation.

ARTICLE XIII.
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting; provided, however, no such alteration, amendment, or repeal of Bylaws shall be effective until approved by the Board of Governors of the ISBA.