

# Association Bylaws

*As amended by the ISBA Assembly on December 9, 2017*

## 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) Associate (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, such as paralegals, legal secretaries, court personnel, or persons involved in law office management, 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 Associate Members.** Upon recommendation and sponsorship by a lawyer member in good standing, a nonlawyer as defined in Section 1.1 may be admitted as an Associate 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) Law student members may not vote in any election nor may they hold any elective office; and

(b) Associate 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*, or by physical or electronic 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 upon billing. Members who fail to pay their dues within two months of billing shall be 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 22 governors (excluding officers) 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 22 governors (excluding officers) 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.** Except as otherwise permitted under Section 7.1 of these bylaws, a current or past President is ineligible for reelection to any presidential office or Board of Governor seat 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. 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 consecutive 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 consecutive 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 21st, and 23rd 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, 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.

Board elections shall be conducted as full three year terms expire or as otherwise may be required in compliance with Section 7.7.

**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

Members seeking to fill an at-large Governor position must submit a self-nomination in writing supported by a statement of interest and qualifications, including relevant Association service, to the ISBA Executive Director. Upon submission, the Executive Director shall provide all self-nominations to the ISBA's Diversity Leadership Council. No later than seven days prior to the last Board of Governors meeting immediately preceding the Annual Meeting, the Diversity Leadership Council shall provide all self-nominations submissions to the First Vice-President and may recommend no more than five candidates from the self-nominations submissions who it believes would best serve the Association's interests. The Diversity Leadership Council recommendations must include the rationale for the recommendations.

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 from the self-nominations provided by the Diversity Leadership Council, 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 for a three-year term. At-large Governors may not at any time be reappointed as an at-large Governor. Service as an at-large Governor shall be counted toward the limitation on years of consecutive service by a Governor as set out in Section 5.3 above. At-large Governor appointments by the First Vice-President shall occur only as the three year at-large terms expire.

**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, physical mail, or electronic mail. 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 provided by Sec. 6. 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 shall be filled by the Board. If a vacancy occurs in the office of an at-large Governor, it shall be filled by the Board for the remainder of the appropriate three-year term. Vacancies in the offices of the Assembly may be filled by the Board. 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 physically or electronically 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* 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.