

THE

MC LEAN COUNTY BAR ASSOCIATION

BYLAWS

AS ADOPTED JUNE 21, 2011 BY VOTE OF THE MEMBERS
AT THE ANNUAL MEETING OF THE ASSOCIATION

ARTICLE I.

NAME.

This association shall be known as "Bar Association of McLean County" (Association).

ARTICLE II.

PURPOSES AND OBJECTS.

The purposes and objects of the Association shall be:

- A. to establish and maintain the honor, standards and dignity of the legal profession;
- B. to promote the general welfare of the members of the Association;
- C. to promote the usefulness of the legal profession in providing for the public good and the due administration of justice including the encouragement of pro bono initiatives;
- D. to support and sponsor programs of continuing legal education of interest and use to members of the Association and to the general public;
- E. to cultivate social intercourse among the members of the Association in order to further an attitude of civility in the professional intercourse between and among the members of the Association;
- F. to receive by gifts, devises or bequests: real or personal property to be used in carrying out the aforesaid purposes and objects;
- G. to distribute or administer its funds and assets from time to time in the furtherance of the aforesaid purposes and objects; and
- H. to do all other things necessary and proper to accomplish the purposes and objects for which the Association was formed.

ARTICLE III.

MEMBERSHIP.

Section 3.1. Regular Members. Members of the legal profession admitted to practice law in the State of Illinois (including those persons admitted to practice under current Illinois Supreme Court Rules 716 and 717, but only for so long as the member's admission to practice in the State of Illinois qualifies under either of said rules) and in good standing who reside in, have an office within McLean County, Illinois, or regularly practice in McLean County, and judges of all Courts in said county, shall be eligible to apply for regular membership. Regular members shall each be entitled to cast one vote on any matter voted upon at any meeting of the membership.

Section 3.2. Honorary Membership. Any attorney retiring from the active practice of law or attaining Senior Counselor Status as defined by the Illinois State Bar Association, and any judge who has retired from the judiciary, while a member of the McLean County Bar Association, shall be entitled to an honorary life membership and may receive a certificate of such membership upon notice to the President of the McLean County Bar Association.

Section 3.3. Termination of Membership. The membership of any regular member shall be deemed automatically terminated in the event the member's name is dropped from the Master Roll of Attorneys for the State of Illinois due to disciplinary action. Further, membership of any regular member in the Association may also be terminated as provided in accordance with ARTICLE VIII of these bylaws.

ARTICLE IV.

MEETINGS OF MEMBERS.

Section 4.1. Association Meetings. The annual meeting of the members of the Association shall be held on the third Tuesday in June of each year at the hour of twelve o'clock p.m. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day. The president shall have power to change the hour of the annual meeting and to change the date of the annual meeting in any year to a date not more than thirty days preceding or following the date fixed by these bylaws. There shall also be held a schedule of regular monthly meetings (in the fall, winter and spring) of the members of the Association on dates to be set by the president.

Section 4.2. Special Meetings. Special meetings of the members of the Association may be called by the president, or by not less than twenty-five members of the Association entitled to vote.

Section 4.3. Place of Meeting. All meetings of members shall be held at such place as the president may designate from time to time within McLean County, Illinois, as the place for any Association meeting.

Section 4.4. Notice of Meetings. The secretary shall cause notice stating the place, day and hour of each meeting of members to be given by electronic means (including transmission by e-mail), or for those members who have requested in writing that notice be given to them by regular mail (U.S. Postal System), to all members of the Association not less than ten nor more than forty days before the day of the meeting. Notice transmitted by electronic means shall be deemed to be delivered at the time and on the date as shown on the date and time stamp in the address portion of the e-mail transmission, or by a date and time stamp feature in a telephone facsimile transmission device, or by any similar time and date verification information set forth in or from any other device used for transmission of a notice by electronic means. In the case of a special meeting, the purpose or purposes for which the meeting is called shall also be stated in the notice.

Section 4.5. Quorum. Twenty-five regular members in good standing present in person or by proxy shall constitute a quorum at any meeting of the members of the Association; provided, that if a quorum is not present at any meeting, a majority of the members present in person or by proxy may adjourn the meeting from time to time without further notice.

Section 4.6. Proxies. At all meetings of members, a member may vote by proxy executed in writing by him or her if said member provides with his or her proxy vote a sworn statement that he or she will not be present in McLean County at the time of the Association meeting. Proxies shall be filed with the secretary before or at the time of the meeting.

Section 4.7. Business at Annual Meetings.

A. Regular Order of Business.--At each annual meeting of the Association the order of business shall be as follows:

1. Reading of minutes of preceding meeting;
2. Reports of officers;
3. Business submitted by members or the president;
4. Resolutions submitted by members in accordance with the provisions of this section;
5. Report of election committee;
6. Election of officers.

B. Resolutions of Members.--A member desiring to submit a matter for consideration at an annual meeting shall deliver to the secretary at least ten days before the meeting a resolution setting forth the proposed action. The secretary shall thereupon forward a copy of the resolution to the Association members in the same manner as required for the giving of notice for meetings.

C. Other Business.--No business other than that specified in this section shall be submitted for action at an annual meeting without the consent of two-thirds of the members present in person or by proxy and entitled to vote.

ARTICLE V.

BOARD OF GOVERNORS.

5.1. Purpose. There shall be a Board of Governors of said Association. The Board shall assist the president in the management of the business and affairs of the Association.

5.2. Members. The Board of Governors shall consist of ten (10) members, including the immediate past president, current president, first vice-president, second vice-president, secretary, treasurer, and four (4) non-officer regular members of the Association.

5.3. Terms. There shall be four (4) non-officer regular members of the Association elected from time to time to the Board of Governors. Each term of office shall be for four (4) years, with one position being open for election at the annual meeting of the members of the Association each year. The term of office for each such member of the Board of Governors shall be the period commencing at the close of the annual meeting of the Association and continuing until the close of the fourth annual meeting after the one at which the member of the Board of Governors was elected. Each member of the Board of Governors so elected shall hold the office for said term and until his or her successor shall have qualified, or until his or her death, resignation, or disability, or until he or she ceases to be a regular member in good standing of the Association.

ARTICLE VI.

OFFICERS.

Section 6.1. Officers. The officers of the Association shall be a president, a first vice-president, a second vice-president, a secretary, a treasurer, and such other officers as may be appointed pursuant to these bylaws.

Section 6.2. Term of Office. The president, first vice-president, second vice-president, and secretary shall be elected annually from the regular membership in the manner provided in these bylaws. The term of office of each such officer shall be the period commencing at the close of the annual meeting of members of the Association and continuing until the close of the next annual meeting. Each such officer shall hold the office for said term and until his or her successor shall have qualified, or until his or her death, resignation or disability, or until he or she ceases to be a regular member of the Association in good standing.

Section 6.3. President. The president shall be the principal executive officer of the Association and shall in general supervise the management of the business and affairs of the Association. He or she shall preside at all meetings of the members. The president may sign, with the secretary or any other proper officer of the Association thereunto authorized, contracts or other instruments which the membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the membership or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise

signed or executed; and, in general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the membership from time to time.

Section 6.4. 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 in the absence of the president and first vice-president or in the event of their inability or refusal to act, the second vice-president shall perform the duties of the president. When so acting, a vice-president shall have all the powers of and be subjected to all the restrictions upon the president. The vice-presidents shall perform such other duties as may be assigned to them from time to time by the president or by the membership.

Section 6.5. Secretary. The secretary: (i) shall keep the minutes of meetings of members and the membership in a permanent written record and in a permanent electronic record provided and updated from time to time for that purpose; (ii) shall give or cause to be given all notices in accordance with the provisions of these bylaws or as required by law; (iii) shall be the custodian of the corporate records and of the seal of the Association; (iv) shall keep a register of the address and other appropriate contact information of each member as furnished to the secretary by such member; and, in general, (v) shall perform all duties incident to the office of secretary and such other duties as may be assigned to him or her from time to time by the president.

Section 6.6. Treasurer. The incoming president shall appoint a member in good standing to the position of treasurer to commence July 1st of the president's term. The prospective president shall place the name of the prospective treasurer on the agenda for a Board of Governor's meeting for approval on or before April 30. The treasurer may be appointed to successive terms not to exceed three consecutive terms. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association or which the Association may hold in a fiduciary capacity; shall deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and, in general, shall perform all duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the president. The treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Governors shall determine. The treasurer shall be responsible for providing a full accounting of expenditures and income to the president and to the Board of Governors each year and a mid-year report by January 10th and a final report of the fiscal year by June 10th. The prospective incoming president and treasurer shall tender a budget to the Board of Governors by July 10th each year.

Section 6.7. Vacancies. In the event the office of president becomes vacant, the first vice-president shall be and become the president for the unexpired portion of the term. In the event the office of first vice-president becomes vacant, the second vice-president shall be and become the first vice-president for the unexpired portion of the term. In the event the office of second vice-president becomes vacant, including a vacancy occurring by reason of the assumption of the first vice-presidency by the second vice-president, the Association membership may direct that a special election be held to fill said office for the unexpired portion of the term, in which case the special election shall be conducted in accordance with the provisions of these bylaws. A vacancy in the office of secretary or treasurer shall be filled by appointment by the president for the unexpired portion of the term.

ARTICLE VII.

COMMITTEES OF THE ASSOCIATION.

Section 7.1. Standing Committees. There shall be such standing committees as the Board of Governors from time to time may authorize. The numbers, qualifications, powers and duties of all committees shall be determined by the Board of Governors, subject to amendment of these bylaws or adoption of one or more resolutions directing the officers and Board of Governors of the Association to undertake certain measures or to

grant or limit certain powers and to create or limit certain duties of any standing committee. 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 by appropriate resolution of the Association. 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.

Section 7.2. Special, Joint and Ad Hoc Committees. The president, the Board of Governors, or the members of the Association may authorize the creation of special, joint, and ad hoc committees, subject to the power of the Board of Governors or the membership to abolish any such committee. The members of special and ad hoc committees, and the Association representatives to joint committees, shall be appointed by the president, or otherwise, as provided by resolution of the Board of Governors or the membership.

Section 7.3. Association Policy. No action or statement of a committee or that of any officer or member of any committee shall establish a policy of this Association unless such action or statement has first been approved by the Board of Governors, or by the members of the Association.

Section 7.4. Minutes and Reports of Committee Meetings. The chairman of each committee, whether a standing or special, joint or ad hoc committee, shall provide copies of the minutes of meetings, or other written reports of meetings, from time to time, as requested by the president of the Association, which report shall be directed to the president and Board of Governors of the Association.

Section 7.5. Standing Committee on Professionalism. There shall be a permanent standing committee on civility and professionalism, known as the Robert C. Underwood Standing Committee on Professionalism of the McLean County Bar Association. That the committee be further directed to coordinate with the Chief Judge of the Eleventh Judicial Circuit of Illinois on the presentation and promotion of programs designed to enhance the professionalism and civility of the bench and bar, to promote among lawyers and judges the principles of integrity, to foster commitment to the elimination of bias and divisiveness within the legal and judicial systems, and to provide continuing legal education opportunities in civility and professionalism to all members of the Association in order to achieve these goals.

Section 7.6. Liaison. The president, after consultation with the Board of Governors, has authority to appoint a liaison for any committee, standing or otherwise, to monitor the activities of the committee, to communicate between the committee and the Board of Governors, and to report to the Board of Governors on the activities, goals, and accomplishments of the committees. The liaison and chairperson(s) of the committees shall discuss with the president and vice-presidents the participation of the various committee members on an annual basis.

ARTICLE VIII.

DUES AND OTHER CHARGES.

Section 8.1. Annual Dues. The Board of Governors shall determine from time to time the amount of dues payable to the Association by the members.

Section 8.2. Default. Any member who shall fail to pay any installment of dues within thirty days after the date on which such installment is payable or who shall fail to pay any other charges within thirty days after the date on which he or she is billed therefore shall thereupon be in default.

Section 8.3. Suspension. Any member who shall fail to pay any dues or other charges thirty days after he or she shall be in default for non-payment of such dues or charges shall be suspended from membership in the Association. Upon suspension for any cause, a member shall lose his or her good standing in the Association,

shall not serve as a member of any committee, shall not use the facilities of the Association and shall have none of the privileges of membership.

Section 8.4. Termination of Membership. When any member shall have failed to pay any dues or other charges within thirty days after he or she shall have been suspended for non-payment thereof, his or her membership shall thereupon terminate and his or her name shall be dropped from all rolls of the Association.

Section 8.5. Reinstatement. A member suspended for non-payment of dues or other charges shall be reinstated upon paying his or her dues or other charges in default within sixty days from the date of suspension. Upon reinstatement, all privileges of the Association shall be restored to him or her. Dues for the period in which suspension occurs shall not abate by reason of the suspension of membership.

ARTICLE IX.

ELECTIONS.

Section 9.1. Elections to be by Ballot. The election of officers of the Association shall be by ballot, except in the case of an uncontested election, and shall be conducted as provided in this article.

Section 9.2. Nominations.

A. By Nominating Committee. Not less than sixty days preceding the date of each annual meeting of the Association, the president shall appoint a nominating committee consisting of at least five regular members of the Association, at least three of whom shall not be current officers of the Association. The nominating committee shall select a nominee for each office in the Association. The list of nominees selected by the nominating committee shall be made known to the members by mail or otherwise not less than thirty days preceding the date of the annual meeting.

B. By Members. Any number of members, not less than ten, entitled to vote and in good standing, may nominate other candidates for any office or offices for which candidates may be nominated by the nominating committee as aforesaid. Such nomination shall be made in writing signed by the nominators, and shall be filed with the secretary not less than fifteen days preceding the date of the annual meeting. When any such nomination is filed with the secretary, in accordance with the provisions of this section, the secretary shall cause the members to be notified of such nomination before the annual meeting.

Section 9.3. Election Committee. Not less than ten days preceding the date of the annual meeting, if there is a contested election for any position to be filled by election at the annual meeting, the president shall appoint an election committee, consisting of three regular members, to conduct the election.

Section 9.4. Balloting. At the annual meeting, the secretary of the Association shall cause to be distributed written ballots setting forth in alphabetical order all nominees for the respective offices of the Association. Each member shall cast one vote for the candidate of his or her choice, per office. The election committee shall collect and count the ballots, announcing the results thereof to the members convened for the annual meeting.

Section 9.5. Uncontested Election. In the event that not more than one candidate is nominated for an office, no vote of the members shall be taken as provided in Section 9.4., but at the annual meeting the members of the election committee, nominating committee (in case there is not a contested position and no election committee is formed), or some member thereof shall orally cast the vote of the members of the Association for the single nominee.

Section 9.6. Assumption of Office. The newly elected officers of the Association shall assume their respective offices at the close of the annual meeting.

ARTICLE X.

CHECKS, DEPOSITS, AND SUPERVISION OF ASSOCIATION PROPERTY.

Section 10.1. Signatory. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the president and the treasurer of the Association, or by such other officer(s) as the Board of Governors may designate from time to time, and in such manner as shall from time to time be determined by the Board of Governors.

Section 10.2. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Governors may select.

Section 10.3. Custody of Association Property. Except as may otherwise expressly be provided in these bylaws, the treasurer shall have charge and custody of all funds, investments, securities, checks, drafts, notes and other evidences of indebtedness, and bank books and records of the Association and he or she may employ one or more corporate agents or custodians as agents for any of the same; the secretary shall have supervision over all minutes, correspondence, documents, contracts, evidences of title, and other papers of the Association; the president, or such other officer or officers as he or she may from time to time designate, shall have supervision over all other property of the Association.

Section 10.4. Charitable Giving, Scholarships and External Contributions. Charitable giving, donations, scholarships and contributions to external organizations from Association funds must be approved by a majority of the Board of Governors and must be consistent with the purposes of the Association as set forth in Article II herein.

Section 10.5. Fiscal Year, Budget and Reports. The fiscal year of the McLean County Bar Association shall be from June 1 thru May 31 of the following year.

ARTICLE XI.

AMENDMENTS OF BYLAWS.

The bylaws of the Association may be amended or revised only at any regular meeting or annual meeting of the Association, upon not less than ten days written notice of the proposal for amendment to each regular member of the Association. Written notice to be given in the same manner as required to be given for notice of meetings under Article IV, Section 4.4, of these bylaws. Germane amendments to the proposed amendment(s) will be in order at the meeting where the proposal is considered, but no motion to substitute shall be in order unless upon the agenda after proper notice to the members. The proposed amendment shall be adopted if it receives a majority of the votes cast at the meeting at which the proposed amendment is considered and voted upon.

END

(The preceding bylaws, unless otherwise noted, were adopted in the form as set forth previously herein by action at the Annual Bar Association Meeting on June 21, 2011)