

**BYLAWS
OF THE KANE COUNTY BAR ASSOCIATION**

ARTICLE I - NAME

This Association shall be known as the "KANE COUNTY BAR ASSOCIATION."

ARTICLE II - PURPOSE

The Association is established to maintain the honor and dignity of the profession of law, to facilitate and promote the administration of justice, to encourage continuing legal education, to assist in the delivery of legal services to the public, and to cultivate professional and social interrelationships among its members.

ARTICLE III - MEMBERSHIP

Section 1: Active. Upon proper application, any person currently registered and listed on the master roll of attorneys entitled to practice law in the State of Illinois may become an active member of the Association upon payment of membership dues as specified in these By-Laws

Section 2: Life. A member of the Association in good standing, upon attaining the forty-fifth (45th) anniversary of being licensed to practice law, shall be entitled to life membership in the Association. If the life member has been an active member of this Association for at least twenty (20) consecutive years, immediately preceding the forty-fifth (45th) anniversary, the payment of all future membership dues shall be waived. Any member who has attained such "life" status as of the date of adoption of February 2022 shall be deemed a Life Member and his/her/their obligation to pay dues will be waived.

Section 3: Student. Upon proper application, any person currently attending an accredited law school may become a non-voting member of the Association upon payment of the membership dues specified in these By-Laws; provided, such member shall not be entitled to hold office in the Association.

Section 4: Honorary. Any person who may by reason of his/her/their standing in the profession, contribution to the profession or public service may be elected to honorary membership in the Association by a three-fourths (3/4) vote of the entire Board of Managers; provided, such member shall not be entitled to hold office in the Association. Any member in good standing with the Association may nominate an individual for an honorary membership in the Association . All honorary members shall be non-voting members and shall be exempted from payment of any dues.

Section 5: Inactive. Upon proper application, any person currently registered and listed on the master roll of attorneys as "voluntarily inactive and not authorized to practice law" or "retired – not authorized to practice law" in the State of Illinois may become a non-voting member of the Association upon payment of the membership dues specified in these By-Laws; provided, such member shall not be entitled to hold office in the Association.

Section 6: Affiliate. Any paralegal, legal assistant, court reporter, circuit clerk or deputy circuit clerk, court bailiff, or any other member of a legal support staff, when sponsored by a member of the Association in good standing, may become a non-voting “Affiliate Member” of the Association upon payment of membership dues as specified in these By-Laws; provided such member shall not be entitled to hold office in the Association..

Section 7. Dismissal of Member. If any member of the Association engages in conduct unbecoming to the Association, then that member may be dismissed from the Association by a two-thirds majority vote of the Board of Managers.

- a) A member who is dismissed from the Association will lose all benefits of membership and his/her/their name shall be stricken from the membership roll of the Association.
- b) A member dismissed from the Association may apply for reinstatement to the Association by submitting an application for membership, which shall also include a written statement in support of his/her/their reinstatement.
- c) Reinstatement of a member shall be determined by the Board of Managers on a case-by-case basis, and shall be allowed by a majority vote of the Board of Managers.

Section 8: Membership List. A current list of members of the Association in good standing shall be kept by the Executive Director at the Association office.

ARTICLE IV - DUES

Section 1. Annual dues for all classes of membership of the Association shall be in such amount and payable in such manner as may be determined by the Board of Managers, subject to the exemptions from payment of membership dues prescribed in Article III.

Section 2. Membership dues shall cover annual membership from July 1st of one year to June 30th of the following year. Notice of membership dues to be paid by a member will be sent to each member for renewal during the month of July each year. If an individual becomes a member prior to July 1st, the individual’s membership dues for the first year shall be pro-rated to the nearest month. In the event any member shall be delinquent in the payment of his/her/their dues forty-five (45) days after the due date, the Executive Director , upon notice from the Secretary-Treasurer, shall without further notice strike the name of the delinquent member from the membership roll of the Association.

Section 3. A member whose name has been stricken from the membership roll of the Association for non-payment of dues may be reinstated upon payment of all delinquent dues.

ARTICLE V - OFFICERS AND DIRECTORS

The officers of this Association shall consist of a President, Vice President, a Secretary-Treasurer and the Immediate Past President. They together shall constitute the “Executive Board” of the Association.

Section 1: Term of Office and Succession:

a) The term of office for each Officer shall be one (1) year beginning on the first day of July after the May election date.

- A Secretary-Treasurer shall be elected annually by the voting members as hereinafter provided.
- The Vice President, at the conclusion of his/her/their term, shall automatically succeed to the office of President.
- The Secretary-Treasurer, at the conclusion of his/her/their term, shall automatically succeed to the office of Vice President.
- The term of office for a Director is three (3) years; and
- The General Counsel shall serve at the pleasure of the President for a term not longer than the term of the appointing President.

b) Each Officer and Director shall hold office until i) his/her/their death during the term of office; ii) he/she/they shall resign; iii) he/she/they shall have been removed from office in the manner provided in these By-Laws; or iv) his/her/their successor shall have been duly elected and shall have qualified.

Section 2: President. The President

- shall preside at all Board and Membership meetings;
- shall act as Chairman of the Board of ;
- shall be the Executive Officer of the Association;
- Shall appoint the chairpersons and members of committees as prescribed in Article XIII; and
- shall have such other powers and duties as provided or as set forth.

Section 3: Vice President. The Vice President

- shall serve subject to the direction of the President and the Board of Managers; and
- shall in the absence of the President 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.

Section 4: Secretary-Treasurer. The Secretary-Treasurer

- shall maintain a written record of the proceedings of the Board of Managers and of all other matters of which a record shall be deemed advisable by the Board of Managers , all such records shall be kept at the Association office).
- shall work in conjunction with the Executive Director for the purposes of keeping a complete record of all funds received and disbursed by the Association; and preparing and filing all tax returns, and other documentation, required by law; and
- shall not less often than quarterly submit to the Board of Managers a written report of the financial condition of the Association.

Section 5. Immediate Past President. The Immediate Past President

- shall be a member of the Executive Board, shall be counted for purposes of

establishing a quorum of the members of the Executive Board for meeting purposes, and shall be entitled to vote on matters taken up by the Executive Board for action.

- shall also be a member *ex officio* of the Board of Managers. The Immediate Past President shall not be entitled to a vote on matters coming before the Board of Managers; and shall not be counted for purposes of establishing a quorum of members of the Board of Managers for meeting purposes.

Section 6: Executive Board. The Executive Board shall perform such duties as are required of it by the Association's Finance Manual, and any other duties that may be assigned to it by the Board of Managers.

Section 7. Directors. The Directors of this Association shall consist of six (6) members.

Section 8: Vacancies:

- a) Office of Secretary-Treasurer
 - i. In the event of a vacancy in the office of Secretary-Treasurer occurring before March 1 of any calendar year, the office shall be filled at the next regular election of the members of the Association, in accordance with the election protocols set forth in Article X of the Bylaws.
 - ii. In the event of a vacancy in the office of Secretary-Treasurer occurring after March 1 and before April 15 of any calendar year, the Board of Managers may waive the nomination requirements set forth in Article X of these By-Laws, and accept nomination(s) of a qualifying individual or individuals and submit the nomination(s) to election at the next regular election in accordance with the election protocols set forth in Article X.
 - iii. In the event of a vacancy in the office of Secretary-Treasurer occurring after May 1 of any calendar year, the office shall be filled by special election, to be conducted subject to such nomination procedure and on a date specified by the Board of Managers and otherwise in accordance with the provisions of Article X of these By-Laws.

- b) Any other vacancy in any Office of the Association shall be filled by appointment confirmed by majority vote at a duly constituted meeting of the Board of Managers subject to the following restrictions:
 - i. Any person appointed to fill a vacancy in the role of Vice President and President shall have served at least two (2) years as a Director or General Counsel of the Association;
 - ii. The Board of Managers may, by affirmative vote of two-thirds of its members then holding office, waive this requirement in making such appointment.

- c) Any vacancy in the position of Director of the Association shall be filled by appointment confirmed by majority vote of the Board of Managers at a duly constituted meeting, subject to the following restrictions:

- i. A Director shall be a member in good standing of the Association.
- ii. The person so appointed shall hold such office until the next regular election or until his, her or their successor has been duly qualified and elected.

ARTICLE VI - BOARD OF MANAGERS.

The Board of Managers shall consist of the Officers and Directors of the Association.

Section 1. Governing Board. The Board of Managers shall be the governing board of the Association and shall establish the policies of the Association.

Section 2. Vote. All actions taken by the Board of Managers under these Bylaws shall be by a majority vote of those members present at a duly-constituted meeting of the Board where a quorum is present, unless otherwise provided herein.

A “quorum” exists where five or more members of the Board of Managers are present at a Board meeting.

Section 3. Action without a Meeting. The authority of the Board of Managers may be exercised without a meeting, if a consent in writing, setting forth the action taken, is signed by all the Managers entitled to vote, and otherwise in accordance with law.

Section 4. Meetings. The Board of Managers shall meet monthly unless the Board of Managers determines otherwise.

Section 5. Special Meetings. Special meetings of the Board of Managers may be held as the President directs, or upon written request, of a majority of all of the members of the Board of Managers delivered to the Executive Director. Provided, notice of such special meeting including an Agenda shall be given to all Officers and Directors not less than 24 hours prior to the date and time of the meeting, unless such notice and agenda be waived by each and every Officer and Director. Provided, further, a copy of said notice shall also be provided to General Counsel and to the Executive Director within the same time frame. For purposes of this section, attendance at such meeting shall be deemed to be and shall constitute waiver of any defect in notice of the meeting, except where a person entitled to proper notice specifically objects to the transaction of any business at the special meeting because of a defect in said notice.

Section 5. Robert’s Rules of Order. The current volume of Robert’s Rules of Order shall govern the conduct of all meetings of the Board of Managers.

Section 6. Ineligibility / Same Firm. If two or more members of the Board of Managers, regardless of whether they be Officers or Directors of the Association, are affiliated with the same law firm, then no other member of that law firm shall be eligible to be nominated for or elected to the Office of Secretary-Treasurer or the position of Director until the end of the term of service of at least one of the Officers or Directors who are affiliated with said firm.

Section 7. Ineligibility / Bar Foundation. Excluding the President of the Association, only two other members of the Board of Managers may be members of the Board of Directors of the Kane County Bar Foundation.

ARTICLE VII - EXECUTIVE DIRECTOR

The Board of Managers may employ an Executive Director for the Association. The Executive Director shall perform the various tasks and duties assigned to that position from time to time by the Board of Managers, including but not limited to managing the general operations of the Association; accounting for all income and expenses of the Association; communicating with the members of the Association; maintaining a current list of all members in good standing of the Association; and in general working with the Board of Managers for the proper governance of the Association.

ARTICLE VIII - GENERAL COUNSEL

A General Counsel shall be appointed by the President, subject to the approval of the Board of Managers, and shall serve at the pleasure of the President for a term not to exceed the term of the appointing President.

- a) The General Counsel shall provide legal advice and shall represent the Association in such matters as shall be assigned by the President or the Board of Managers, but shall not have voting powers on matters brought before the Board of Managers.
- b) The duties of General Counsel shall include review and approval of the press relations and social media of the Association, including but not limited to those meant to bring to the attention of the public the activities of the Association, and General Counsel shall be responsible for reviewing and approving, altering, or refusing approval for any materials, such as social media content, public relations announcements, and press releases proposed by the Executive Director, President or Board of Managers for which there is any concern regarding the legality, propriety, or appropriateness of the material.
- c) The General Counsel shall be the Registered Agent of the Association.

ARTICLE IX - REMOVAL FROM OFFICE

Any officer or director shall be removed as follows:

- a) Upon the effective date of the surrender or revocation of his/her/their license to practice law in the State of Illinois; or
- b) Upon a two-thirds (2/3) vote of the Board of Managers.

ARTICLE X – ELECTIONS

Section 1: Annual Election. Before March 1 of each year, each of those persons, being active members of the Association, desiring to serve as a Director of the Association or as the Secretary-Treasurer of the Association shall file his/her/their nominating petition with the Association in the form specified below. Any member in good standing of the Association may also before March 1 of each year nominate any other member of the Association in good standing, to serve in the position of Director or Secretary-Treasurer. Provided, in either case, such nomination shall be joined by not less than twenty (20)

members of the Association. The member nominated for the position of Secretary-Treasurer must have previously served as a Director of the Association or General Counsel for the Association for at least two (2) years.

In addition to the above paragraph, there shall be a Nominating Committee of the Board of Managers which shall consist of the President and the two most immediate past Presidents of the Association remaining in good standing with the Association. In the absence, or failure or refusal to act, of said immediate past presidents, the Board of Managers may appoint any member in good standing with the Association to serve on the Nominating Committee. The Nominating Committee, by a majority vote, may nominate any member or members in good standing for the positions of Secretary-Treasurer or Director.

Section 2: Election Procedures. If there is only one candidate for a single Director's position or the position of Secretary-Treasurer, by Petition or by the nomination of another member of the Association, election of the candidate(s) shall occur at the next Board Meeting.

In the event of multiple candidates for Director or Secretary-Treasurer, then at the next regular meeting of the Board of Managers following March 1st, the Board shall schedule an election to be conducted in accordance with the rules and procedures established by the Board.

Section 3: Form of Nominating Petition.

(A) [when nominating oneself]:

I, _____, file my Nominating Petition for the Office of (Secretary-Treasurer) (Director of the Kane County Bar Association), and affirmatively state I am a member of the Kane County Bar Association in good standing and eligible to hold office.

Candidate Signature _____

(B) [when nominating another member of the Kane County Bar Association]:

I, _____, nominate _____ for the Office of (Secretary-Treasurer / Director) of the Kane County Bar Association, and affirmatively state that to the best of my knowledge and after reasonable inquiry, said candidate is a member of the Kane County Bar Association in good standing and eligible to hold office.

Nominator's Signature _____

(C) [to be attached to the nominating form of (A) or (B) above, as the case may be]:

In support of this Petition, the undersigned members in good standing of the Kane County Bar Association join in the nomination of the above-cited candidate for the office of (Secretary- Treasurer / Director) of the Kane County Bar Association.

Signatures: Name and Address
(not less than 20 members)

Section 4: Conduct and Governance of Elections. The Election Committee of the Board of Managers shall conduct and govern the election, and shall hear and determine all disputes related thereto. The Immediate Past President shall act as Chairperson of the Nominating Committee; provided, if the Immediate Past President is absent, or fails or refuses to serve, the Board of Managers shall nominate and elect another member of the Association to serve as Chairperson Elections shall be conducted in accordance with Article X, Section 2.

Section 5: Nominating Privileges. No member in default in payment of dues or other charges owed to the Association shall nominate, or stand as, a candidate for office (including to fill a vacancy). Honorary, student and affiliate members may nominate candidates for office and submit matters for consideration to the Board of Managers, but shall not be entitled to stand as a candidate for office of the Association.

ARTICLE XI - ASSOCIATION MEETINGS

Section 1: Annual Meeting. There shall be an annual meeting of the Association on a date during the month of May each year, the time and place thereof to be designated from time to time by the Board of Managers.

Members who desire to submit matters for consideration the annual meeting shall put the same in the form of a resolution signed by the proposer with second and deliver same to the Secretary-Treasurer or to the Executive Director. Such matters must be delivered at least thirty (30) days before the date of the annual meeting. Notice of the proposed resolution shall be given to the members of the Association at least fourteen (14) days before the meeting date.

No matter shall be submitted for action at an annual meeting without the consent of three-fourths (3/4) of the members of the Association present except for action on (1) the resolutions by the Board of Managers and the reports of officers and committees and the recommendations therein contained, or (2) the resolutions of members submitted as aforesaid.

Section 2: Special Meetings. Special Meetings of the Association may be held at such time as the President or a majority of the Board of Managers may direct, or upon the filing of a petition with the Secretary-Treasurer or Executive Director signed by not less than five (5) members in good standing with the Association requesting a Special Meeting for a particular purpose. In the event that the purpose of said meeting is to amend the Bylaws, the notice shall be accompanied with a written draft of the proposed amendment to the Bylaws.

Section 3: Notice. Notice stating the time, place and Agenda of the annual meeting shall be given in the newsletter of the prior month, or by mail or electronic communication to the membership not less than fourteen (14) days in advance of said meeting. Notice of the time date and Agenda of any special meeting shall be given by mail or by electronic communication to the members not less than five (5) days in advance of said meeting. Notice shall be deemed given upon date of mailing or date of send such electronic communication.

Section 4: Quorum. Twenty (20) voting members shall constitute a quorum for the transaction of business at any meeting of the Association.

Section 5: Conduct of Meeting. Unless otherwise specified by the Board of Managers, the current volume of Robert's Rules of Order shall govern the conduct of all meetings.

ARTICLE XII - POLITICAL ACTIVITY.

Except for the evaluation of candidates for nomination, election, retention or appointment for judicial positions, the Association shall not take partisan political action or endorse any person for any elective position.

ARTICLE XIII - COMMITTEES OF THE ASSOCIATION

Section 1. Special Purpose Committees. The Association shall have the following special purpose committees, as specified in Article X of these By-Laws: (1) Nominating Committee; (2) Election Committee; and (3) Compliance Committee, as described in the Association's Finance Manual (currently in §14.21 and as may be amended from time to time).

Section 2. Ad Hoc Committees. The President may from time to time establish such ad hoc committees with such membership and for such purposes as said President deems necessary or advisable.

Section 3. Committee Chairs. Any committee chair appointed by the President shall continue as chair until his/her/their successor has been duly appointed.

ARTICLE XIV – INTERPRETATION

The Board of Managers in consultation with the General Counsel shall decide all questions concerning the construction, interpretation and application of these Bylaws.

ARTICLE XV - AMENDMENTS OF BYLAWS

Section 1. These Bylaws may be amended, or repealed and new bylaws adopted, at any meeting of the Association by a vote of two-thirds (2/3) of the members in good standing with the Association present and qualified to vote, provided that written notice of the time, date and agenda, specifically including such proposed amendment, for such meeting is given in accordance with Section 3 of Article XI. Unless otherwise provided in the adopting resolution, any amendment to these Bylaws shall be effective immediately upon adoption.

Section 2. Any amendment to these Bylaws may be proposed by the Board of Managers or by any five (5) members of the Association. A proposed amendment submitted by the Board of Managers shall be submitted in the form of a written resolution signed by the President and attested by the Secretary. A proposed amendment submitted by members shall be submitted in the form of a written resolution signed by not less than five (5) members in good standing with the Association and qualified to vote. Notice of the proposed amendment shall be given to the members in accordance with the requirements of Section 1 of Article XV.

ARTICLE XVI - BORROWING AND SPECIAL ASSESSMENTS

Section 1. The Board of Managers, by majority vote, may from time to time borrow monies in the name of the Association and thereby obligate the Association for the repayment of the same and/or specially assess the dues-paying membership of the Association for its legitimate corporate purposes.

Section 2. At no time shall the cumulative outstanding principal balances of all loan obligations incurred under this Article exceed a sum equal to seventy-five percent (75%) of the then current annual membership dues revenue of the Association; provided, however, that the aggregate total of loan obligations secured by real estate may exceed the aforesaid limitation if such aggregate total does not exceed the appraised value of such real estate.

Section 3. No special assessment authorized under the provisions of this Article shall exceed a sum equal to fifty percent (50%) of a member's annual dues in the Association, and no more than one (1) such special assessment shall be made in any one (1) fiscal year.

Section 4. The power to incur loan obligations under the provisions of this Article shall specifically include the power to mortgage, pledge or otherwise encumber the assets of the Association to guarantee or secure the repayment thereof.

ARTICLE XVII - INDEMNIFICATION

This Association shall indemnify its directors, officers, employees, or such other person who is serving or has served at the request of the Association, and may indemnify any former directors, officers, or employees, or other person who has acted on its behalf, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any such person shall be made, or threatened to be made, a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, arising out of or resulting from any act of omission of such person in his/her/their role as director, officer, employee, or other person who is serving or has served at the request, of the Association. Notwithstanding the foregoing, the Board of Managers shall approve all of the terms and conditions of any such indemnification.

As Adopted by Membership February 22, 2024