

BY-LAWS OF THE WINNEBAGO COUNTY BAR ASSOCIATION, INC.

ARTICLE I

NAME

This association shall be known as the "Winnebago County Bar Association, Inc." (Hereinafter referred to as the "Association.")

ARTICLE II

PURPOSES

This Association shall have as its purposes:

1. To foster and provide continuing legal education for its members;
2. To facilitate the administration of justice;
3. To promote high standards of integrity, honor, and courtesy in the legal profession;
4. To provide leadership and encourage participation in all governmental and civic activities, contributing to the general welfare of our community and nation;
5. To utilize any income earned by the Association for the good of its general membership, and not for the personal benefit of any member or individual;
6. To refrain from participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, or legislation other than to promote its educational purpose;
7. To increase the spirit of collegiality and camaraderie among its members.

ARTICLE III

MEMBERSHIP

Section A.

Eligibility

Any member of the legal profession, in good standing, who is duly qualified to practice law or currently enrolled in an accredited law school, shall be entitled to apply for membership in this Association.

Section B.

Membership Categories

1. Active

Any member of the legal profession, in good standing, who is duly qualified to practice law and who does not otherwise qualify for another category of membership, below.

2. Honorary

Every member of the Association who has attained the age of seventy (70) years and has been a member in good standing of the Association for twenty-five (25) years shall be automatically enrolled as an Honorary Member without vote of the Association. The Association may elect to Honorary Membership such other members of the legal profession as it may deem worthy of the honor.

3. Non-resident

Any licensed attorney who is not actively engaged in practice in Winnebago County nor a resident in Winnebago County may be a non-resident member of the Association.

4. Inactive

Any attorney who is without substantial earned income by reason of retirement or disability may be an inactive member of the Association.

5. Law student and Full Time Law Professors

Any person currently enrolled in an accredited law school or full-time law professor may be a member of the Association.

6. Young Lawyers

Any licensed attorney who is under thirty-eight (38) years of age or who has resided or practiced law in Winnebago County less than two (2) years may be a Young Lawyer member by applying therefore and paying additional dues as designated. Young Lawyers shall be a subdivision of the Association and the Young Lawyers President shall have a voting seat on the Association's Board of Directors. Membership as a Young Lawyer does not preclude dual membership status so that a Young Lawyer may also be a voting active member.

7. Sustaining

Any member of the Association who desires to provide additional support for the mission and programs of the Association may become a sustaining member. Dues, privileges and recognition of sustaining members shall be set by the Association's Board of Directors.

Facilities

All Association Facilities and services are only available to members of the Association, except that:

1. Only Active and Honorary members may vote in the Association, be an officer, director or committee or section chair.
2. When the Bar Association pays for members' attendance at any function sponsored by the Association, such as the annual meeting, such payment shall be made only for Active and Honorary members. All other members or invited guests of the Association may attend by payment of cost as established by the Association.

Section C.

Admittance

To gain admission to this Association an application in writing of any eligible person shall be submitted to the Secretary of the Association who shall present the application to the Board of Directors. The Secretary shall offer a motion at any regular meeting of the Association proposing the application's Admission to the Association. Admission of any applicant shall be granted upon adoption of the motion by majority vote of the members present and voting.

Section D.

Membership Roll

A roll of the members of the Association shall be kept by the Secretary, designating the category of each member.

Section E.

Predecessor Organization

Any member of the Winnebago County Bar Association, a voluntary private organization which is the predecessor organization to this corporation, in good standing in that organization as of the date of the creation of this corporation, shall be considered a member of this Association and the time of membership in the voluntary organization shall be counted in computing the requirements for honorary membership hereunder.

ARTICLE IV

OFFICERS AND DIRECTORS

Section A.

Officers

The officers of the Association shall consist of a President, A First Vice- President, a Second Vice-President, a Secretary, a Treasurer and an Assistant Treasurer.

Section B.

Board of Directors

The governing body of the Association shall be a Board of Directors consisting of the officers, the President of the Young Lawyers Division, the Chair of the CLE Committee and nine (9) members of the Association elected in the manner hereinafter provided.

The Board of Directors 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 Rules of the Illinois Supreme Court and Rules of Professional Conduct, the Articles of Incorporation, the by-laws and the mandates of the membership.

Section C.

Term of Office

The term of office for the officers shall be one (1) year commencing at the close of the annual meeting and thereafter until a successor shall be duly elected. The term of office of each of the members of the Board of Directors elected by the membership shall be for three (3) years commencing at the close of the annual meeting and thereafter until a successor shall be duly elected. The term of office of the Board of Directors shall be such that the term of three (3) directors shall expire annually. The term of office of the board seat held by the Young Lawyers President shall be for one (1) year, commencing at the close of the annual meeting and continuing thereafter until the close of the next annual meeting. The first Vice-President shall succeed to President, and the Second Vice- President shall succeed to President, the Second Vice-President shall succeed to First Vice-President and the Assistant Treasurer shall succeed to Treasurer without vote of the members.

Section D.

Vacancies

In the event of a vacancy in the office as President and First Vice President, the First Vice-President and Second-Vice President, respectively, shall succeed to the next higher vacated office.

In the event of a vacancy of the office of the Second Vice-President, the president shall appoint a successor who shall take office upon confirmation by a majority of the Board of Directors and shall serve the remainder of that term. Nominations for the office of First Vice President for the next term shall be made in accordance with the provisions of Article VI, Section A, of these by-laws.

By vote of eight (8) or more members, the Board of Directors shall fill any vacancy in the Office of Secretary, Treasurer or Directorship for the balance of the then current term.

Section E.

Powers and Duties

1. **President** - The president shall exercise the following powers and perform the following duties:
 - a. Preside at all meetings of the Association and of the Board of Directors;
 - b. Supervise the work of all committees and sections of the Association and shall designate the chairperson of any newly created committee or section;
 - c. Exercise supervision and direction over all affairs of the Association not otherwise regulated by the terms of hereof; and
 - d. Shall act as spokesperson, or designate some other person to act as spokesperson, for the Association on all matters of public interest in the Association, policy or actions taken by the Association, but shall only do so in accordance with the laws of the State of Illinois, the Rules of the Illinois Supreme Court and Rules of Professional Conduct, the Articles of Incorporation, the by-laws and the mandates of the membership.

2. **First Vice-President** - The first Vice-President shall exercise the following powers and perform the following duties:
 - a. Preside at all meetings of the Association and of the Board of Directors in the absence of the President;

- b. Perform all other duties attached to the office of the President in the absence of the President; and
 - c. Appoint committee and section chairs prior to the annual meeting at which time the First Vice-President will succeed to the office of President, with such appointments subject to the consent of the Board of Directors.
- 3. **Second Vice-President** - The Second Vice-President shall exercise such powers and perform such duties as have been delegated to the First Vice-President in the absence of the First Vice-President, and in addition shall exercise such powers and perform such duties as may be delegated by the President of the Association. In addition, the Second Vice-President shall arrange for the programs of the Bar Association and serve as parliamentarian at all meetings of the Board of Directors.
- 4. **Secretary** - The Secretary shall exercise the following powers and perform the following duties:
 - a. Preserve the records of the Association;
 - b. Record and preserve the minutes of all meetings of the Association and of the Board of Directors;
 - c. Conduct the correspondence of the Association;
 - d. Keep an accurate role of the officers and members of the Association;
 - e. Present an annual report of Association activities to the Board of Directors at the last regular meeting of the Board immediately preceding the annual meeting of the Association;
 - f. Notify all officers and members of their election, notify all committee members of their appointments, issue written notices of all meetings of the Association, notify the members orally or in writing of the meetings of the Board of Directors or of the Association and issue such other notices from time to time as may be requested by the President or Board of Directors of the Association;
 - g. Collect and maintain the annual reports from each committee and section no later than the first day of June of each year; and
 - h. Perform such other duties as may be requested or directed by the President or the Board of Directors.
- 5. **Treasurer** - The Treasurer shall exercise the following powers and perform the following duties:
 - a. Collect and disburse all funds of the Association under the direction of the Board of Directors and issue notices as pertain thereto;
 - b. Prepare and report to the Board of Directors a proposed budget for next fiscal

- c. year and for such other periods of time as the Board of Directors may direct;
 - c. Keep regular accounts which shall be open to the inspection of any member of the Association at any reasonable time;
 - d. Shall be authorized to execute checks on behalf of the Association and to designate up to five other officers of the Association, including the Assistant Treasurer, who may execute checks on behalf of the Association;
 - e. Exhibit vouchers evidencing all receipts and disbursements on direction of the Board of Directors;
 - f. Deposit all money received in checking accounts, savings accounts, or certificates of deposit as the Board of Directors shall direct; and
 - g. Perform such other duties and functions as may be requested or directed by the President or the Board of Directors.
6. **Assistant Treasurer** - The Assistant Treasurer shall assist the treasurer in performing the duties of the Treasurer as the Treasurer, the President or the Board of Directors may request or direct.
7. **Board of Directors** - The Board of Directors shall exercise the following powers and perform the following duties:
- a. Advise the officers of the Association and the committee members in the planning and execution of all Association activities and in the performance of the duties of the various offices and committees;
 - b. Formulate and recommend for action all matters of policy and procedure governing the conduct and operation of the Association from time to time, not otherwise herein provided;
 - c. Convene on call of the President;
 - d. Convene on any five members of the Board of Directors call a meeting of the Board of Directors;
 - e. Upon action of any five member of the Board of Directors call a meeting of the Association giving such notice as is hereinafter provided for the calling of such meetings of the Association;
 - f. Establish and approve on an annual and fiscal year basis an operating budget including establishment and assessment of dues on members of the Association;
 - g. The Board of Directors may employ an Executive Director, and such other administrative employees and contractors as deemed necessary. The Board of Directors may delegate to the Executive Director, those duties and powers of the Secretary, Treasurer and Assistant Treasurer of the Association, in whole or in part, and such other duties as are deemed necessary for the efficient administration of the Association, except that the Executive Director, regardless of delegation

made under this paragraph shall always remain under the supervision of and accountable to the Board of Directors. The Board of Directors shall not be empowered, however, to confer on the Executive Director as such, the power to vote as a member of any committee of the Association;

- h. A majority of the members of the Board of Directors, not including any vacant positions, shall constitute a quorum for any meeting of the Board of Directors;
- i. Any officer or Director missing four (4) consecutive Board of Directors meetings without just cause shall be notified by the Executive Director of such fact. Any Officer or Director missing a fifth (5) consecutive meeting, having been previously notified of 4 consecutive absences, shall be subject to removal by a vote for removal of at least eight (8) Board Members in attendance at the meeting at which removal is sought; and
- j. In circumstances where action by the Board of Directors is required, but where it is impossible or impracticable because of time or other considerations to call a meeting of the Board, the Executive Committee (comprised of the Officers as designated, above) may take action on behalf of the Board. Such action must be by the agreement of at least three (3) members of the Executive Committee, and shall not exceed those steps which are necessary under the exigency of the circumstances. The Executive Committee should not act with respect to any matter which the full Board could consider on a timely basis. Any such emergency action shall be put to the full Board for ratification at the next scheduled Board meeting following such action.

Section F.

Meetings

The Board of Directors of the Association shall meet no less than six (6) times in every fiscal year. Written notice of the time and place of holding the regular meetings of the Board of Directors shall be mailed, delivered, transmitted via facsimile and/or via electronic mail to the office, place of business or address designated by the Officer or Director, so that such notice is received no less than seven (7) days prior to each meeting. All proceedings under this section shall be conducted in accordance with ROBERT'S RULES OF ORDER.

Section G.

Special Meetings

By the authority of any three (3) members of the Executive Committee of the Board of Directors, a special meeting of the Board of Directors may be convened for good cause. A special meeting may be

conducted in person, by telephone or electronically. Written notice of the time, place and manner of special meetings of the Board of Directors shall be mailed, delivered, transmitted via facsimile and/or via electronic mail to the office, place of business or address designated by the Director, to each Director, so that such notice is received no less than two (2) working days prior to the special meeting or as far in advance of such meeting as is reasonable and practicable under the circumstances. The written notice required under this provision shall include the reason or purpose for the meeting. No business of the Association, other than that set forth in the notice, shall be conducted at any special meeting.

Article V

Meetings of the Association

Section A.

Annual Meeting

There shall be an annual meeting of the Association which shall be held in June of each year at a date and time to be set by the Board of Directors.

Section B.

Regular Meetings

Regular meetings of the Association shall be held at such time and place as the Board of Directors may designate. Except for good and sufficient reasons, at least four (4) regular meetings shall be held each year. Attendance at regular meetings shall be limited to members of the Association unless otherwise provided by the Board of Directors.

Section C.

Special Meetings

Special meetings of the Association may be called by the Board of Directors or by any five members thereof at such times and places as the Board or members of the Board may designate. No business of the Association, other than that set forth in the notice, may be conducted at a special meeting of the Association.

Section D.

Notices

1. Annual Meetings and Regular Meetings - Written notice of the time and place of holding the annual meeting shall be mailed, delivered, transmitted via facsimile and/or via electronic mail to the office, place of business or address designated by the member, to each member, so that such notice is received no less than seven (7) days prior to the annual meeting.

2. Special Meetings - Written notice of the time and place of special meetings shall be mailed, delivered, transmitted via facsimile and/or via electronic mail to the office, place of business or address designated by the member, to each member, so that such notice is received no less than two (2) working days prior to the special meeting or as far in advance of such meeting as is reasonable and practicable under the circumstances. The written notice required under this provision shall include the reason or purpose for the meeting. No business of the Association, other than that set forth in the notice, shall be conducted at any special meeting.

Section E.

Order of Business

1. Annual Meeting - At each annual meeting of the Association the order of business shall be as follows:
 - a. Approval of the minutes of preceding annual meeting.
 - b. Report of the outgoing President.
 - c. Report of the Winnebago County Bar Foundation.
 - d. Election of Officers and Directors.
 - e. Miscellaneous business.
 - f. Resolutions.
 - (1) Except for routine matters, including admissions to membership and approval of officers' reports, no matters shall be presented to the membership for action unless in the form of a resolution.
 - (2) A resolution may be placed before the membership:
 - (a) as provided in Article XV of these by-laws;
 - (b) by the Board of Directors; or
 - (c) by action of two-thirds (2/3) of the members present.
 - (3) Before action can be taken on any resolution at the annual, regular or special meeting, notice of the resolution, including the language of the resolution to be considered, must be given to the membership in accordance with Article V, Section D, above, unless such notice is waived by two-thirds (2/3) of the members present at such meeting and except

that notice of a resolution may be given by publication in the monthly newsletter of the Association.

2. Regular Meetings - The order of business to be transacted at each Regular Meeting of the Association shall be set forth on an agenda that shall be distributed at each meeting.

Section F.

Rules of Order

All proceedings under this Article shall be conducted in accordance with ROBERT'S RULES OF ORDER.

Section G.

Quorum

1. Annual Meeting - A quorum for the transaction of business at any Annual Meeting shall consist of not less than fifty (50) members of the Association in good standing.
2. Regular and Special meetings - A quorum for the transaction of business at any regular or special meeting shall consist of not less than thirty (30) members of the Association in good standing.

Section H.

Voting

1. Voting at any meeting of the members will normally be by voice vote. At the discretion of the presiding officer, voting may also be by division of the house or roll call. Any member may request and obtain a division immediately after the result of a voice vote is announced and before it is recorded. Any five (5) members may request a roll call before a vote is taken. A written ballot shall be taken upon request of two-thirds (2/3) of the members present.
2. Tellers - In all cases except for a voice vote the president shall appoint tellers to tally the vote.

3. Report of Results - The President shall announce the results of the voting immediately upon the report of the tellers and before adjournment of the meeting.
4. Neither cumulative voting nor voting by proxy are allowed.

ARTICLE VI

ELECTIONS

Section A.

Nominations

1. Nominations for the election of officers and members of the Board of Directors shall be made by a committee consisting of the three immediate past presidents of the Association; the immediate past president of the Young Lawyers Division and a currently serving Director of the Association and a member at large to serve as chair, both of whom will be appointed by the President. In the event that one or more of the past presidents of the Association are unable to serve on the nominating committee, the President shall appoint a member to fill the vacancy. In the event that the immediate past president of the Young Lawyers Division is unable to serve on the nominating committee, the President of the Young Lawyers Division shall appoint a person to fill the vacancy. No member of the nominating committee may be nominated for an office or membership on the Board of Directors. The report of the nominating committee shall be published and distributed to the membership on or before the first day of May of each year.
2. Any member who is not nominated but who desires to seek the office of Second Vice-President, Secretary, Assistant Treasurer, or one of the Directorships open for election shall, within twenty days of the said publication file with the Secretary of the Association his/her nominating petition indicating the office sought and bearing the signature of twenty members in good standing of the Association. The name of each person filing a valid and timely nominating petition shall be published to the Association by June 1.
3. The candidates for office and members of the Board of Directors shall be introduced to the membership prior to the vote at the annual meeting.

Section B.

Balloting

1. Voting shall be conducted according to provisions of Article V, Section H., provided that in the event of the contested election, the voting shall be by written ballot which shall be provided to those members present at the Annual meeting.

Section C.

Assumption of Office

The Board of Directors and all committee and section chairs and vice-chairs shall assume office at the close of the annual meeting.

ARTICLE VII

REVENUE

Section A.

Dues

In order to raise revenue to conduct the business and effect the purposes of the Association, the Board of Directors shall be empowered to assess reasonable annual dues and fees upon the members of the Association. Such dues and fees shall be established, in writing, and published at each annual meeting and be effective and not subject to change for the fiscal year following publication. The Board of Directors, at its discretion, may establish different levels or amounts of dues and fees for different classes of membership and may waive or remit all or part of any assessment as to any class of members. Establishment of dues and fees by the Board of Directors and any change thereto or remission thereof pursuant to any section of the Article shall occur only at a regular meeting of the Board of Directors and shall require a super majority of two-thirds ($\frac{2}{3}$) of Directors present, provided there is a quorum, for approval.

Section B.

Payment of Annual Dues

The Secretary, or the Secretary's designee, shall mail bills to members at the beginning of each

fiscal year and payable within 60 days.

Section C.

Default in Payment

In the event that dues are not paid within 60 days of the due date, a penalty of \$5.00 per month or any part thereof shall be added to each month billing of the dues of such delinquent members. A member who has not paid his/her dues within 5 months after the beginning of the fiscal year, shall be dropped from the rolls of the Association and thereafter be prohibited from participation in any function or activity of the Association. The Board of Directors, at its discretion, may remit or waive any or all of the late fees imposed on any member under this section.

Section D.

Reinstatement

When a person has ceased to be a member of the Association, because of failure to pay dues he/she may reinstate by paying dues for the current year. A person who has resigned, in good standing, due to relocation or change in circumstance, may request in writing to be reinstated upon payment of current dues. The Board of Directors, at its discretion, may remit or waive any or all of the dues payable under this section.

Section E.

Other Revenue

The Board of Directors may, at its discretion, raise revenues in order to conduct the business or effect the purposes of the Association, from any and all sources deemed necessary and prudent, except that the Board of Directors may not raise revenues through any activity which would be contrary to the laws of the United States, the State of Illinois, the Rules of the Illinois Supreme Court and Rules of Professional Conduct, the Articles of Incorporation, the by-laws and the mandates of the membership. Neither may the Board of Directors take any action which might jeopardize the status of the Association as a qualified section 501(c)(6) organization within the meaning of the Internal Revenue Code or its successor statutes, if any, or as a not-for-profit corporation within the meaning of the Illinois Not-For-Profit Corporations Act or its successor statutes, if any.

Section F.

Expenditures

The Board of Directors is authorized to make expenditures in order to conduct the business or effect the purposes of the Association in any manner deemed prudent and may delegate the authority to make expenditures to the Executive Director except that no single Officer of the Association, member of the Board of Directors or the Executive Director is authorized to make a monetary commitment or otherwise pledge funds of the Association in any amount in excess of Five Hundred Dollars (\$500.00). The expenditure or commitment of funds in excess of Five Hundred Dollars (\$500.00) may be made or authorized by the consent of any two of the Executive Director, an Officer of the Association or a member of the Board of Directors who has been authorized by action of the Board as a whole to counter-authorize expenditures or commitments on behalf of Association.

ARTICLE VIII

CONDUCT OF MEMBERS

Section A.

Censure, Suspension or Expulsion.

Any member of the Association may be censured, suspended or expelled from the Association by the Board of Directors for good cause. Good cause shall be established by any conduct of a member that is contrary to the laws of the State of Illinois, the Rules of the Illinois Supreme Court and Rules of Professional Conduct, the Articles of Incorporation, the by-laws and the mandates of the membership in the Association or any action which reflects detrimentally upon the profession. The President of the Association shall appoint a committee of the Board of Directors and refer any charges brought against a member under this section to that committee for investigation, hearing and report. The board of Directors, by a two-thirds ($\frac{2}{3}$) majority of members present, provided that there is a quorum, may censure, suspend or expel the members without further evidence upon receipt of the report and recommendations of the committee. Nothing in this paragraph is intended to bestow upon any member being investigated hereunder, the right to be heard, to confront witnesses, or to any other due process.

Section B.

Notice

Members being investigated as provided in this Article shall be given written notice, at least fourteen (14) days prior to any action by the Board of Directors as a whole, that they are being investigated by the committee convened under this Article, and in the event the committee or the Board of Directors has determined that a hearing shall be conducted, the notice shall include the date, time, place and procedure to be used in conducting the hearing. Notice under this provision shall be sent by U.S. Mail to the last known address of the affected member as designated by the member and appearing on the records of the Association.

Section C.

Request for Reconsideration

A member censured, suspended or expelled under this Article may make a written request to the President that the decision of the Board of Directors be reconsidered. Such request may include any information the member believes pertinent to reconsideration and should be delivered or mailed to the offices of the Association. Any request for reconsideration under this paragraph must be received within fourteen (14) days of the decision of the Board of Directors from which reconsideration is sought or it shall

not be considered and the decision of the Board of Directors shall be final. The President shall act upon any timely request for reconsideration under this paragraph no later than the next scheduled regular meeting of the Board of Directors of the Association, and shall provide a written response, detailing any action taken or to be taken, to the affected member no later than seven (7) days following that meeting. The President, in his/her sole discretion, may refer the request to Board of Directors for further consideration or may deny the request. In the event the President of the Association denies a request for reconsideration under this paragraph, the decision of the Board of Directors of the Association shall be final. If a request under this paragraph is referred to the Board of Directors for further consideration, the Board of Directors may, at its discretion, ratify its earlier decision or conduct such further investigation or hearing as it deems necessary but in a manner consistent with this Article provided, however, that a super majority of two-thirds ($\frac{2}{3}$) of members present, provided that there is a quorum, shall be required to reverse or modify the earlier decision of the Board of Directors. Any action of the Board of Directors taken under this paragraph shall be final.

Section D.

Other Disciplinary Action

If a member is disbarred for any period of time or suspended from the practice of law by the disciplinary authority of the supreme court of any state in which the member is licensed for a period of in excess of twelve (12) months, his/her membership in the Association shall be immediately revoked. A member who is suspended from the practice of law by the disciplinary authority of the supreme court of any state in which the member is licensed for a period of twelve (12) months or less, may remain a member during such suspension but shall not vote or hold any office or directorship during the period of suspension. This paragraph does not preclude additional disciplinary action against any member in accordance with other paragraphs of this Article.

ARTICLE IX

COMMITTEES

Section A.

Standing Committees

The following standing committees shall be appointed by the President:

- Continuing Legal Education
- Membership
- Information Committee
- Public Affairs Committee

Community Service Committee

Section B.

Other Committees

The President of the Association shall have the power to create committees of the Association in addition to the committees designated in these by-laws to define, limit, or enlarge their function and to discharge any such committee or any member thereof. The President may refer or assign any matter to any committee of the Association and may make rules with respect to the governance of such committees not inconsistent with these by-laws.

Section C.

Number of Members

Each committee of the Association shall have such members as the President of the Association may appoint thereto.

Section D.

Term of Office

Any member appointed to a committee shall continue as a member thereof until the annual meeting of the Association next after his/her appointment and until his/her successor is appointed unless the committee shall be discharged or terminated or unless he/she be removed from the committee or unless his/her membership in the Association shall be suspended or terminated.

Section E.

Chairs

In appointing the members of any committee of the Association the President shall name a member as chair of the committee. The First-Vice President of the Association shall select the vice-chair of the committee. The vice-chair will assume the chair the following year, immediately following the annual meeting. In appointing a chair or vice-chair, the President or First Vice-President should, if possible, appoint a member of the Association who has been a member of the same committee to which appointed for a period of at least one (1) year. In the event of any vacancy, the appropriate officer of the Association shall appoint a member of the Association to complete the remaining term.

Section F.

Subcommittees

1. The President may provide for the creation of subcommittees to and within any standing committee or other committee existing under these by-laws as deemed necessary for the efficient administration and effectuation of the purpose of the committee.
2. The chair of each committee shall have the power to create *ad hoc* subcommittees to and within the committee he/she chairs as is deemed necessary for the efficient administration and effectuation of the purpose of the committee.

Section G.

Quorum

One-third (1/3) of the appointed membership of any committee or subcommittee thereof shall constitute a quorum.

Section H.

Manner of Action

The act of a majority of the members present at any special or regular meeting of a committee or subcommittee thereof, at which a quorum is present, shall be the act of the committee or subcommittee.

Section I.

Meetings

Each committee or subcommittee existing under this Article shall meet no less than once in any fiscal year, except that such meeting may be conducted in person, via telephone or electronic mail, at the discretion of the chair. Notice of such meetings may be provided in accordance with Article V, Section D, of these by-laws.

Section J.

Vacancies

Vacancies in the membership of any committee may be filled by appointment made as provided in the case of the original appointment.

Section K.

Reports

Each committee shall submit a written annual report to the Board of Directors of the Association. The annual report shall include a description of activities of the committee and any subcommittees thereof during the reporting year including any goals, objectives or projects established or undertaken, and how these were addressed by the committee. The annual report should also include any information which will aid in the administration of the committee and in effecting its objectives and purposes during the year following the report. The annual report shall be submitted to the Secretary of the Association no later than the first day of June of each year. All reports of the committees shall be made to the Board of Directors and no committee report shall be published or circulated without the consent and approval of the Board of Directors.

Section L.

Rules

Each committee shall have the power to adopt rules for its own governance, except that no committee may adopt any rule contrary to these by-laws or any rule or directive of the Board of Directors of the Association.

Section M.

Expenses and Revenues

No committee may incur any expense or collect any fees or dues without the approval of the Board of Directors of the Association.

ARTICLE X

SECTIONS

Section A.

Membership

Members of the Association may apply for membership in and belong to any or all of the sections created pursuant to this Article. Sections may be created by the Board of Directors of the Association for the purpose of promoting continuing legal education relating to a particular field of law. Section membership is limited to members of the Association. The Secretary of the Association or his/her designee

shall maintain a roll of the names of section members and shall provide notify each section member of the meetings of the sections.

Section B.

Creation

The responsibility for creation or dissolution of a section shall rest with the Board of Directors of the Association.

Section C.

Chairs

The President shall name a member of the section as chair of the section. The First-Vice President of the Association shall appoint the vice-chair of the section. The vice-chair will assume the chair the following year, immediately following the annual meeting. In appointing a chair or vice-chair, the President or First Vice-President should, if possible, appoint a member of the Association who has been a member of the same section for a period of at least one (1) year. In the event of any vacancy, the appropriate officer of the Association shall appoint a member of the Association to complete the remaining term.

Section D.

Quorum

One-third (1/3) of the membership of any section shall constitute a quorum.

Section E.

Manner of Action

The act of a majority of the members present at any special or regular meeting of a section, at which a quorum is present, shall be the act of the section.

Section F.

Meetings

Each section existing under this Article shall meet no less than once in any fiscal year, except that such meeting may be conducted in person, via telephone or electronic mail, at the discretion of the chair. Notice of such meetings may be provided in accordance with Article V, Section D, of these by-laws.

Section G.

Reports

Each section shall submit a written annual report to the Board of Directors of the Association. The annual report shall include a description of activities of the section including a report of any activity in furtherance of continuing legal education of the members of the Association. The annual report should also include any information which will aid in the administration of the section and in effecting its objectives and purposes during the year following the report. The annual report shall be submitted to the Secretary of the Association no later than the first day of June of each year. All reports of the sections shall be made to the Board of Directors and no section report shall be published or circulated without the consent and approval of the Board of Directors.

Section H.

Rules

Each section shall have the power to adopt rules for its own governance, except that no section may adopt any rule contrary to these by-laws or any rule or directive of the Board of Directors of the Association.

Section I.

Expenses and Revenues

No section may incur any expense or collect any fees or dues without the approval of the Board of Directors of the Association.

ARTICLE XI

YOUNG LAWYERS' DIVISION

Section A.

Young Lawyers Division

Members of the Association who meet the requirements outlined in Article III, Section B.6 may apply for membership in the Young Lawyers Division of the Winnebago County Bar Association.

Section B.

Governance

The Young Lawyers Division is authorized to adopt its own rules and shall have its own by-laws providing for its governance, including establishment of purposes, election of officers, membership, dues and fees, expenses and management of funds, except that nothing in its rules or by-laws may be contrary to the laws of the United States, the State of Illinois, the Rules of the Illinois Supreme Court and Rules of Professional Conduct, the Articles of Incorporation of the Association, the by-laws of the Association or the mandates of the membership of the Association.

Section C.

Membership

The Young Lawyers Division may, in addition to its regular members, provide for the admission of associate members.

ARTICLE XII

FISCAL YEAR

The Association shall operate on a fiscal year beginning on the 1st day of July in each year and end on the 30th day of June in each year.

ARTICLE XIII

VOTING

Only active members in good standing shall be empowered to propose motions or resolutions for consideration by the Board of Directors or the Association, to second motions, or to vote on any matter of Association business. No member shall be empowered to vote by proxy on any matter of Association business.

Article XIV

Dissolution

Upon dissolution of the Association in accordance with the applicable provisions of the statutes of the State of Illinois, its assets shall be used to pay its liabilities and obligations and the balance of its assets not held by the corporation upon the condition requiring return, transfer or conveyance by reason of the

dissolution shall be transferred or conveyed to the Winnebago County Bar Association if in existence and not incorporated, or transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation. Such final disposition of assets shall be to an organization which qualifies as a tax exempt organization under section 501 and Sections and Regulations thereto of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the governing body of the corporation may by vote to designate.

Article XV

Amendments to By-Laws

These by-laws may be amended, altered, or repealed and new by-laws may be adopted in the following manner:

1. A proposal that the by-laws be amended may be made by not less than twenty-five (25) members entitled to vote and in good standing, by filing with the Secretary a written statement setting forth the proposed amendment or amendments signed by the proposers, together with the request that the proposal be submitted at the next annual meeting of members or that a call of special meeting of members be made to consider such proposal.
2. A proposal that the by-laws be amended may also be made by resolution of the Board of Directors and in such event the Board of Directors may direct that the proposal be submitted at the next annual meeting of members or that a special meeting of members be called to consider such proposal.
3. When a proposal has been made as provided in this Article, the notice of the annual or special meeting at which the proposed amendment or amendments are to be considered shall state that the purpose or one of the purposes of the meeting is the consideration of such proposal and a copy of the proposed amendment or amendments or a summary thereof, shall be set forth in such notice.
4. An amendment or amendments proposed and submitted at an annual or special meeting of members shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the members in attendance entitled to vote.