

## **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 social and professional 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 the dues, as hereinafter set forth.

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 members that have attained “Life Member” status as of the date of adoption of this amendment (February 2022) shall remain Life Members and their obligation to pay dues will still be waived.

Section 3: Student. Upon proper application, any person currently attending an accredited law school may become a nonvoting member of the Association upon payment of the dues, as hereinafter set forth and shall not be entitled to hold office.

Section 4: Honorary. Distinguished persons who may by reason of their standing in the profession or their contribution to the profession or to public service is deemed to be worthy of the honor, may be elected to honorary membership in the Association by a three-fourths (3/4) vote of the entire Board of Managers and shall not be entitled to hold office.

All honorary members shall be nonvoting members and shall be exempted from 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 dues, as hereinafter set forth and shall not be entitled to hold office. Inactive members may attend the Association’s seminars the same as an Active member.

Section 6: Paralegal/Support Staff Affiliate Membership. Any paralegal, legal assistant, court reporter, circuit clerk or deputy circuit clerk, bailiff, or any other member of a legal support staff, sponsored by an active member of the Association, may be a non-voting

“Affiliate Member” of the KCBA. Affiliate Members admitted under this Section shall not be entitled to hold office.

Section 7: 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.

Section 2. The statement for dues will be sent to each member. In the event any member shall be delinquent in the payment of their dues, forty-five (45) days after the due date, the Board of Managers, upon notice from the Secretary-Treasurer, shall without further notice strike the name of the delinquent member from the roll of the Association.

A member dropped for nonpayment of dues may be reinstated upon payment of all his delinquent dues.

#### **ARTICLE V - OFFICERS AND DIRECTORS**

The officers of this Association shall consist of a President, Vice President, Immediate Past President, and a Secretary-Treasurer.

Section 1: Term of Office and Succession: The term of office for each executive officer shall be one (1) year beginning on the first day of July in the year an election is held. The Secretary-Treasurer shall be elected annually by the voting members as hereinafter provided. The Vice President, at the conclusion of his/her term, shall automatically succeed to the office of President. The Secretary-Treasurer, at the conclusion of his/her term, shall automatically succeed to the office of Vice President. The Immediate Past President shall be *ex officio* and shall not be entitled to a vote and shall not be considered in the determination of whether a sufficient number of board members are present to establish a quorum. The term of office for a Director is three (3) years and the term of office for the General Counsel is one (1) year.

Section 2: Vacancies: In the event of a vacancy in the office of Secretary-Treasurer before May 1, that office shall be filled by a special election, with the members of the Association by following the election protocols as set forth in Article X of the Bylaws. In the event of a vacancy in the office of Secretary-Treasurer after May 1, that office shall remain vacant until the next general election.

Except as otherwise herein provided, all vacancies in any office of the Association shall be filled by a majority vote in a duly constituted meeting of the Board of Managers. Those eligible to fill vacancies in the role of Vice President and President shall have completed at least two (2) years as a Director or General Counsel. Any member of the Kane County Bar Association, who is in good standing, may be elected by the Board of Managers to fill a Director or General Counsel vacancy.

Section 2: President. The President shall preside at all Board and Membership meetings and shall act as Chairman of the Board of Managers, and shall be the Executive Officer of the Association 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.

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 Association, which records shall be kept at the Association office. The Secretary-Treasurer shall also work in conjunction with the Executive Director and shall keep a complete record of all funds received and disbursed, and ensure the preparation and filing of all tax returns required by law. At least quarterly, said Secretary-Treasurer, or its designee, shall submit a written report of the financial condition of the Association to the Board of Managers.

Section 5: Directors. The Directors of this Association shall consist of six (6) members.

## **ARTICLE VI - BOARD OF MANAGERS**

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

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

Section 2. All actions taken by the Board of Managers under these Bylaws shall be by a majority vote of those members present at a Board meeting where a quorum exists 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. The Board of Managers shall meet monthly unless the Board of Managers determines otherwise.

Section 4. Special meetings of the Board of Managers may be held as the President directs, or upon written request, delivered to the Executive Director, of a majority of all of the members of the Board of Managers.

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

Section 6. If two members of the Board of Managers, regardless of whether they be Officers or Directors of the Association, are from the same law firm, then no other member of that law firm shall be eligible to run for Secretary-Treasurer / Director until the end of the term of service of either current member of the Board of Managers.

Section 7. 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**

An Executive Director shall be appointed by the Board of Managers and shall perform

such duties as determined by them.

### **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. The General Counsel shall provide legal advice and shall represent the Association in such matters as shall be assigned.

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:

- (1) Upon the effective date of the surrender or revocation of his or her license to practice law in the State of Illinois; or
- (2) Upon a two-thirds (2/3) majority vote of all of the members 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 or her nominating petition with the Association in the form specified below. Any member in good standing of the Association, may also nominate any other member of the Association in good standing, to serve in the position of Director or Secretary-Treasurer. 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 which shall consist of the President and the two most immediate, active past Presidents of the Association. 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: Petition Form:

3. (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 \_\_\_\_\_

3. (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.

In support of this Petition, the undersigned members in good standing of the Kane County Bar Association nominate the above-cited candidate for the office of (Secretary-Treasurer / Director) of the Kane County Bar Association. (Signatures of 20 members required):

Signatures: Name and Address”

Section 4: Contested Elections. The Board of Managers shall act as the Election Committee to conduct the election. The most immediate Past President shall act as Chairperson. Elections shall be conducted in accordance with Article X, Section 2.

Section 5: Voting and Nominating Privileges. No member in default in payment of dues or other charges owed to the Association shall nominate, stand as a candidate for office (including to fill a vacancy) or vote upon any matter submitted to the Association. Honorary, student and paralegal 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 or vote on any matter concerning the Association.

## **ARTICLE XI - ASSOCIATION MEETINGS**

Section 1: Annual Meeting. There shall be an annual meeting of the Association on the date the memorial service is held of each year, the time and place thereof to be designated by the Board of Managers.

Members who desire to submit matters for the consideration of the annual meeting shall put the same in the form of a resolution signed by the proposer and his or her second and deliver same to the Secretary- Treasurer or 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 three (3) 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 (1) for action on the resolutions by the Board of Managers and the reports of officers and committees,

and the recommendations therein contained, or (2) for the resolutions of members submitted as aforesaid.

Section 2: Special Meetings. Special Meetings 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) voting members 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 and place 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 any special meeting shall be given by mail not less than five (5) days in advance of said meeting. Notice shall be deemed given upon date of mailing.

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

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. The Association shall have the following standing committees: (1) Admissions & Membership; (2) Continuing Legal Education; (3) Access to Legal Services; (4) Finance; and (5) Public Relations.

### Section 2. Committees Defined.

(1) The committee on Admissions & Membership shall consist of at least three (3) members, one of which shall be the Vice President of the Association. This committee shall seek to obtain as members all persons qualified and deemed suitable for membership as members of the Association.

(2) The committee on Continuing Legal Education shall coordinate programs to educate the members of this Association of the developments, trends and matters of interest at such times as the committee shall deem appropriate.

(3) The committee on Access to Legal Services champions and consistently seeks innovative opportunities to expand access to legal services for the underserved low income population of Kane County. Activities include but are not limited to: encouraging pro bono legal services through hosting of legal education seminars for attorneys; seeking partnerships with existing community outreach programs; and creating, updating and expanding multi-media legal information resources.

- (a.) The chairperson / chair-people of the committee on Access to Legal Services shall be appointed by the President of the Association.
- (b.) All meetings shall be called by the chairpersons; the committee shall meet only on an “as needed” basis when committee activities require, but in no event shall there be less than one (1) meeting per year.

(4) The committee on Finance shall consist of the President, Vice President and such additional members from the Board of Managers or general membership at large that the President may appoint to serve, but such committee shall not exceed a total of seven (7) members. The chairperson of the Finance Committee shall be selected by the President, from the general membership or the President may appoint a Director on the Board of Managers.

The purpose of the Finance Committee is as follows:

- (a.) To propose the annual budget for approval of the Board of Managers each fiscal year, and conduct periodic reviews of the budget, income and expenses;
- (b.) To review staff's proposed changes to the office financial policies and procedures manual and recommend changes to the Board of Managers as needed;
- (c.) To advise and assist the Board of Managers in making financial decisions on any matters requested by the Board of Managers.

(5) The committee on Public Relations shall be in charge of approving the press relations of the Association meant to bring to the attention of the public the activities of the Association and its committees. General Counsel for the Association shall serve as the chairperson of the committee. While preparation of materials such as social media, public relations announcements, and press releases shall be the purview of the Kane County Bar Association staff, the chairperson of the committee, consulting with any other committee members, shall be responsible for reviewing and approving, altering, or refusing approval for any material for which there is any concern regarding the legality, propriety, or appropriateness of the material.

Section 3. Each of the committee chairpersons, except the Access to Legal Services Committee, shall be appointed annually by the President of the Association. Such chairperson shall continue in office until the new President appoints a new chairperson. A member of the Board of Managers shall be appointed by the President as liaison to each committee, except for the Access to Legal Services Committee.

Section 4. The President may from time to time establish such ad hoc committees as said President deems necessary.

#### **ARTICLE XIV - INTERPRETATION**

The Board of Managers 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 present and qualified to vote, provided that written notice in accordance with Section 3 of Article XI be given of the time and place of the meeting, and of the fact that one of the objects of the meeting is the adoption of the proposed amendment to the bylaws of the Association. 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. Such proposed amendments shall be submitted in the form of a written resolution and shall be mailed to the membership with the notice required by Section 1 of this Article.

## **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 this corporation and thereby obligate this corporation for the repayment of the same and/or specially assess the dues-paying membership of this corporation for 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 this corporation; 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 this corporation, 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 this corporation 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. Notwithstanding the foregoing, the Board of Managers shall approve all of the terms and conditions of any individual indemnification.

## **ARTICLE XVIII – 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. A member that is dismissed from the Association will lose all benefits of membership and will not be considered a member of the Association. A member dismissed from the Association may apply for reinstatement to the Association by submitting an application for membership, which shall also include a letter from the dismissed member explaining why reinstatement should be allowed. Reinstatement of member shall be determined by the Board of Managers on a case-by-case basis.

(effective February 24, 2022)