

**BY LAWS OF THE
WILL COUNTY BAR ASSOCIATION**

Revised July 15, 2015

Section 1. NAME

The name of this Association shall be "WILL COUNTY BAR ASSOCIATION, LTD.", an Illinois Not-for-Profit Corporation.

Section 2. PURPOSE

The purpose of this Association is as follows:

- A. To promote justice and uphold the Constitution of the United States of America and the State of Illinois;
- B. To foster the highest ethical standards, integrity, and honor of the legal profession;
- C. To provide education and professional support to members of the Association;
- D. To improve the quality of the judicial system, the administration of justice, and the procedures inherent in the provision of legal services;
- E. To promote the delivery of legal services to all members of the community;
- F. To establish and foster a Lawyer Referral Service;
- G. To promote the legal profession through community service and education; and
- H. To promote the spirit of good will, collegiality, and civility within the legal community.

Section 3. ASSETS OF CORPORATION

- A. No part of the net income of this Corporation shall inure to the benefit of any private shareholder or any individual;
- B. In the event of the dissolution of this Corporation, all the assets remaining after the payment of obligation shall be distributed to organizations which are exempt from federal income tax under Section 501(a) of the Internal Revenue Code and in accordance with Section 501(e) (3) of the Internal Revenue Code relating to charitable, scientific, literary and educational organizations as determined by the Board.

Section 4. FISCAL YEAR

The fiscal year of the Association shall commence July 1 of each year and end June 30 of the following year.

Section 5. MEMBERSHIP

A. Any attorney, licensed to practice in the State of Illinois shall be eligible for membership in this Association, so long as he or she shall pay the membership assessments as provided in the By-Laws of this Association;

B. All judges shall be honorary, non-voting members, unless they shall elect to become active, voting members by paying the appropriate assessments;

C. Upon application, any attorney, licensed to practice in the State of Illinois, who lives or maintains an office in Will County or appears in any court in Will County who shall have been newly admitted to the Bar of the State of Illinois, shall not be required to pay assessments during the first fiscal year after his or her admission but shall retain voting privileges;

D. Upon application, any attorney, licensed to practice in the State of Illinois, who lives or maintains an office in Will County or appears in any court in Will County and who shall have attained the age of seventy (70) prior to or during the fiscal year of the Association ("Senior Attorney")(between July 1 through June 30 of the following year) shall not be required to pay assessments, but shall retain voting privileges;

E. Upon application, any law student who has not yet received their JD may be a non-voting member, and shall not be required to pay assessments while enrolled in an accredited law school;

F. The Board of Directors shall have the authority to designate persons or classes of persons as non-voting members and/or to waive assessments;

G. The Association shall not discriminate on the basis of sex, race, age, religion, handicap, sexual orientation, or national origin;

Section 6. GENERAL MEMBERSHIP MEETINGS/MEETINGS OF THE BOARD OF DIRECTORS

A. Time: Regular meetings shall be held in conjunction with meetings of the Board of Directors on a monthly basis throughout the fiscal year. Special meetings may be held at such time as the President or a majority of the Officers may direct, or upon the filing of a petition with the Bar Association's Executive Secretary signed by not less than twenty (20) voting members requesting a special meeting for a particular purpose;

B. Place: Meetings shall be held at the offices of the Association, or at such place as the Officers may direct, but all regular Board meetings shall be held in Will County, Illinois;

C. Notice: Notice stating the time, place, and agenda of the meeting shall be posted on the Association's website at least three (3) days in advance of any regular or special meeting. Additionally, notice shall be posted at the Will County Bar Association offices;

D. Annual Meeting: An Annual Meeting of the Association shall be held at a time and place to be determined by the Board of Directors. The annual meeting shall be held for the purpose of electing new Officers and Directors of the Association, and for such other business as the Board deems appropriate to address. The time, place and notice of such annual meeting shall be as provided in this Section 6;

E. Quorum: For purposes of a vote by the general membership, a quorum shall consist of ten percent (10%) percent of the number of voting members in person or by proxy;

F. Conduct of Meetings: Meetings of the general membership and of the Board of Directors shall be conducted per parliamentary procedure as interpreted by Robert's Rules of Order.

Section 7. OFFICERS

The officers shall be a President, First Vice-President, Second Vice-President, and Secretary-Treasurer. The First Vice-President shall, at the conclusion of his/her term, automatically succeed to the office of the President. The Second Vice-President shall, at the conclusion of his /her term, automatically succeed to the next higher office. The Secretary-Treasurer shall, at the conclusion of his/her term, automatically succeed to the next higher office. The Secretary-Treasurer shall be elected annually by the Board of Directors.

Section 8. DIRECTORS

A. There shall be ten (10) Directors. The President, First Vice-President, Second Vice-President, and Secretary-Treasurer shall automatically be directors of the Association. Other Directors shall be elected for six (6) year terms. The Immediate Past President shall be retained for a one (1) year term;

B. The Board of Directors shall be the governing body of the Association;

C. Any vacancy in the office of Director shall be filled by the Board of Directors within thirty (30) days of the creation of the vacancy, or within any other time period as determined by the Board, and shall serve a complete term as described herein;

D. The term of President, First Vice-President, Second Vice-President, Secretary-Treasurer, and Immediate Past President shall commence on July 1 and end on the succeeding June 30th. The term of Officer or Director shall end on June 30th of the last year of his /her term;

E. Any Officer or Director may be removed from office for good cause, including but not limited to, the following:

1. On the effective date of his/her surrender, suspension, or revocation of his/her license to practice law;
2. Excessive absenteeism (missing three (3) or more meetings without good cause per fiscal year) may be a basis for removal of a board member, provided such removal is approved by a vote of at least two-thirds of the Board of Directors.
3. Upon the non-payment of assessments to the Association; and
4. For other good and sufficient reasons as determined by the Board.

Section 9. VACANCIES FOR OFFICERS

In the event of a vacancy of an Officer, each Officer shall ascend to the next highest office and the office of Secretary Treasurer shall be filled by a majority vote of the Board of Directors. The appointment term shall extend only to June 30 of that year and shall not include the automatic right to succession to the next higher office. Any office held by appointment, or succession after appointment, shall be deemed to be vacant upon the expiration of the appointed term. At the next general election, all vacant offices, or those to become vacant, shall be filled by election as provided herein.

Section 10. ELECTIONS

A. **NOMINATIONS.** In February and March, the Association Executive Secretary shall cause notices to be placed on the Association website and posted at the Association Office for all vacancies within the Association as of the next fiscal year. Notification shall inform the regular members that applications, letters, and/or resumes requesting consideration for election to any vacancy on the Board effective July 1 of the then-current year shall be accepted through and including the first meeting of the Nominating Committee. There shall be two ways to nominate regular members to fill vacancies to the Board of Directors:

1. By Nominating Committee:

- a. **Committee Appointment:** No later than the March meeting of the Board of Directors, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of two (2) members currently serving as Officers of the Association or on the Board of Directors and three (3) regular members of the Association in good standing;

- b. **Selection of Nominees:** The Nominating Committee shall meet separate and apart from the Board of Directors to select a nominee for each position to be filled on the Board of Directors. The Nominating Committee shall consider the application, letters, and/or resumes submitted by regular members from the date of publication of the vacancies through the first meeting of Nominating Committee;

C. Recommendation to Membership: At the regular April monthly meeting of the Board of Directors, the Nominating Committee shall report its recommendations for nominations to the Board of Directors;

d. Notice by E-Mail: The President shall direct the Association Executive Secretary to transmit to all regular members by e-mail along with the notice of the regular May monthly meeting the Nominating Committee's recommendations.

2. By Members:

a. Regular members in good standing may submit names, in writing, of prospective nominees to the Board of Directors;

b. Nominations from the regular members shall be made and seconded from the floor during the regularly scheduled April meeting of the Board of Directors. If a nomination is so made, seconded, and approved for consideration by a majority of quorum of members of the Board of Directors present to vote, the Board of Directors shall direct the name(s) submitted by the regular members be included with the Nominating Committee's recommendation(s) being sent to all regular members as outlined in subparagraph A (l)(d) herein.

B. BALLOTING

1. Uncontested Election: In the event that no candidates are nominated in opposition to those selected by the Nominating Committee, the vote of the regular members shall be orally cast at the Annual Meeting for the nominee(s) selected by the Nominating Committee.

2. Contested Election. In the event that candidates are nominated in opposition to those selected by the Nominating Committee, the procedure shall be as follows:

a. Election Committee: The President at the regular May monthly meeting shall appoint an Election Committee consisting of three (3) regular members in good standing of the Association to conduct the election;

b. Statement of Qualification of Candidates: The Election Committee may cause to be prepared and mailed with the ballots a brief statement of the pertinent background information about each candidate. Such statements shall be approved by the Board of Directors before mailing;

c. Preparation and Mailing of Ballots: The Association's Executive Secretary shall cause ballots to be printed which shall set forth the names of all candidates nominated, listing the candidates in alphabetical order under the designation of the office. Not less than five (5) days or more than twenty (20) days preceding the date of the annual meeting, the Association's Executive Secretary shall mail or cause to be mailed to each regular member in good standing, on the date of

mailing, an envelope containing a ballot, an envelope marked for ballot only, a signature verification form for the signature of the member voting, and an envelope addressed to the Election Committee at the office of the Association. A regular member who is restored to good standing prior to the fifth (5th) day preceding the date of the annual meeting shall be entitled to secure a ballot, vote in the election, and be a candidate for a vacancy to the Board of Directors;

d. Casting Ballots: Each regular member upon marking his ballot shall enclose it in the envelope marked "for ballot only", seal that envelope, write his/her signature upon the signature verification form, enclose both the signature verification form and sealed envelope containing his/her ballot in the envelope addressed to the Election Committee and mail or deliver the same to the Election Committee, c/o Office of the Association. When envelopes addressed to the Election Committee are received at the Office of the Association, they shall be retained in a secure place and there kept until the time of canvassing the votes;

e. Canvass of Votes: The Election Committee shall begin the canvass of votes immediately on the fourth (4th) day preceding the date of the annual meeting. From the signature verification forms accompanying each ballot, the name of each person voting shall first be checked off the roll of members. If a signature verification form is signed by a regular member in good standing, the accompanying envelope marked for ballot only shall be placed unopened in a ballot box. If there is no signature slip or if the signature slip is not signed, or if the member signing the same is not entitled to vote, or is not in good standing, the envelope marked for ballot only shall be rejected. Thereafter, the ballot box and the envelope therein contained shall be opened and the votes shall be counted. No ballot shall be counted unless it is received before the fifth (5th) day preceding the date of the Annual Meeting, accompanied by a signature verification form signed by a member in good standing on the day fixed for the canvass of the votes. No form of ballot other than the one approved by the Election Committee shall be counted;

f. Tie Vote: In case of a tie vote for any office, another contested election shall be held, for only those offices which are tied, at the earliest possible date to be set by the Board of Directors.

C. REPORTING OF RESULTS. The Election Committee shall report the results of its canvass of votes to the President upon the completion of its duties and prior to the Annual Meeting or a special meeting called in the event of a tie vote. The President shall announce the results of the election at the annual meeting or at a special meeting called in the case of a tie vote.

D. ASSUMPTION OF OFFICE. The newly elected members of the Board of Directors shall assume their respective offices on the date of their election or the July 1st following the Annual Meeting, whichever is later

Section 11. PRESIDENT

The President shall preside at all meetings of the Board of Directors. In the President's absence, the Senior Vice-President attending the meeting shall preside.

Section 12. VICE-PRESIDENTS

A. Subject to the direction of the President and the Board of Director's, the Vice-Presidents shall have general supervision of the various committees;

B. The First Vice-President shall supervise the Chairpersons of committees to ensure that each committee is active.

C. The Second Vice-President, working with the Executive Secretary of the Association, shall be responsible for updating the content of the Association web site.

Section 13. SECRETARY-TREASURER

The Secretary-Treasurer shall ensure that a record of the proceeding of the Board of Directors, Offices, and the meetings is kept, and shall be custodian of the corporate records of the Association. He or she shall also file the annual corporate report of the Association with the Secretary of State. The Secretary-Treasurer shall also keep a complete record of funds received and disbursed by him or her and file all tax returns required by law. At least quarterly, he or she shall submit or have submitted a written report of the financial condition of the Association. In absence of the Secretary-Treasurer, the First Vice-President shall assume the duties of the Secretary-Treasurer.

Section 14. IMMEDIATE PAST PRESIDENT

The Immediate Past President of the Association shall serve for one (1) year. He or she shall serve in whatever capacity directed by the Board. The Immediate Past President shall be a voting member of the Board.

Section 15. QUORUM

A majority of the total number of members of the Board of Directors present, in person, shall constitute a quorum. The affirmative vote of the majority of the quorum shall be necessary for action by the Board unless otherwise stated herein.

Section 16. COMMITTEES

The President, with the advice of the Board of Directors, shall appoint permanent Committees, as determined necessary by the Board Members of the Board of Directors may be assigned to each

Committee by the President, with the advice of the Board of Directors, to encourage Committee action and involvement. Committee Chairmen shall conduct the affairs of their respective Committees, shall report to the Officers at least quarterly on their activities, and shall adopt brief written policies and procedures which shall be passed on to their successors.

Each Permanent Committee shall be encouraged to present at least one, three hour seminar which will be accredited by the Illinois State Bar Association for Continuing Legal Education Credit. The Board of Directors shall, at or near the beginning of each year, set the schedule for the seminars. The seminars shall be offered at no charge to Will County Bar Association members (although any meal/ drink fees/surcharges may be assessed, as appropriate, to cover such costs). The presenters and attendees shall receive the appropriate CLS credit for each seminar as designated and approved by the Illinois State Bar Association in conjunction with the Will County Bar Association Board of Directors.

Each Committee Chairperson shall be encouraged to submit at least one article for publication on the Association web site each fiscal year. The article may promote the Committee's upcoming seminar(s), topics in the Committee's area of interest, or such other topics as the Second Vice President deem(s) appropriate. The Will County Bar Association Board of Directors retains final approval concerning any material placed within the Association newsletter, emails, Facebook page and/or website, and all submissions shall become the property of the Association.

Section 17. ATTORNEY REFERRAL SERVICE

A. ESTABLISHMENT. As a public service, the Association may establish and maintain an Attorney Referral Service and advertise such service in such matter as the Board of Directors shall from time to time determine.

B. OPERATION. The operation of the Attorney Referral Service shall be the responsibility of the Board of Directors. The service shall include providing the names and addresses of all regular members in good standing with the Association who practice in the area requested.

C. MEMBER PARTICIPATION. All regular members in good standing of the Association may be eligible to participate in the Attorney Referral Service. Any member will be listed in his/her area(s) of practice.

D. CENSURE, SUSPENSION AND REMOVAL. The Board of Directors shall adopt such rules, regulations and procedures as it deems advisable to censure, suspend, or remove any member from participation in the Attorney Referral Service.

Section 18. ASSESSMENTS

Assessments for the Association's fiscal year (July 1 and June 30) shall be payable in one installment each year as the Board of Directors shall determine from time to time. Such assessments may be in different amounts based upon age and/or length of practice.

A. The Secretary-Treasurer shall cause to be forwarded a statement for any assessments, including but not limited to Association assessments, approved by the Board of Directors to each member in June of each year. In the event such installment is not paid within thirty (30) days of the due date, the attorney is not in good standing within the Association and relinquishes the rights to vote, to serve as a committee chair, to reduced rates for CLE seminars, and other privileges of membership. The Board of Directors shall reserve the right to assess an additional penalty;

B. A member dropped for non-payment of assessments may be reinstated upon payment of all delinquent assessments. Should additional fees or charges have been assessed during the period when the member was not in good standing, those fees and charges shall remain and no reimbursement or credit shall be applied;

C. A member of the Association shall be exempt from payment of assessments during such time as he or she is on active duty with the Armed Forces of the U.S. or its allies, and such active duty time shall be deducted from the assessments computation period;

D. If a person becomes a new member at any time after the month of December, and is not otherwise exempt from the assessment, his/her assessments shall be prorated from the first day of the month in which he or she becomes a member to June 30, the end of the fiscal year.

Section 19. CONTRACT AUTHORIZATION

Prior to execution, any contracts entered into on behalf of the Association, for whatever reason, must be pre-approved by a majority vote of the Board of Directors.

Section 20. CHECK AUTHORITY

The President, Vice-Presidents and Treasurer shall be authorized to sign checks. One (1) Officer may sign checks in amounts of one thousand dollars (\$1,000.00) or less, and checks in excess of one thousand (\$1,000.00) dollars shall be signed by two (2) Officers. The Board of Directors may authorize the Association's Executive Secretary to sign checks not exceeding one thousand dollars (\$1,000.00).

Section 21. POLITICAL AND JUDICIAL OFFICES

The Association shall not endorse any person for any elected or appointed public position.

The Association may, however, evaluate the qualifications of applicants or candidates for the position of State's Attorney, Public Defender, and all judicial positions. In such case, the result of any evaluation shall be made available to the public in a timely fashion.

Section 22. AMENDMENTS

These By-Laws may be amended or repealed by the vote in person or proxy, of two-thirds (2/3) of the Board of Directors, or by 2/3 of the voting members of the Association at any regular meeting or special meeting set solely for said purpose, after members have received at least twenty (20) days' notice of the suggested amendments, repeal, or changes, said notice to be posted on the WCBA website.

Section 23. CONSTRUCTION

The Board of Directors shall decide all questions concerning the construction or interpretation of these By-Laws.

Section 24. EFFECT

These By-Laws shall take effect on the date of their adoption by the Association and shall supersede all preceding By-Laws of the Association.

Adopted by a vote of all the members of the Association on the 15th day of July ,
2015 , at Joliet, Illinois.

President

Secretary-Treasurer

BY-LAW COMMITTEE: