

# BY-LAWS

*(AS AMENDED ON JUNE 3, 2021)*



**Hellenic Bar Association**  
— OF ILLINOIS —

**TABLE OF CONTENTS**

**PREAMBLE** ..... 1

**ARTICLE I**..... 2

**SECTION 1.1** *CLASSES OF MEMBERS; ELIGIBILITY.* ..... 2

**SECTION 1.2** *ADMISSIONS.*..... 3

**SECTION 1.3** *CHANGE OF CLASS.*..... 3

**SECTION 1.4** *PRIVILEGES.*..... 3

**SECTION 1.5** *CONDUCT DETRIMENTAL TO THE ASSOCIATION.*..... 3

**SECTION 1.6** *RESIGNATION.* ..... 4

**SECTION 1.7** *REINSTATEMENT.*..... 4

**ARTICLE II** ..... 4

**SECTION 2.1** *MEETINGS.*..... 4

**SECTION 2.2** *SPECIAL MEETINGS.* ..... 5

**SECTION 2.3** *SUPPLEMENTAL MEETINGS.*..... 5

**SECTION 2.4** *PLACE OF MEETING.* ..... 5

**SECTION 2.5** *NOTICE OF MEETINGS.* ..... 5

**SECTION 2.6** *QUORUM.* ..... 5

**SECTION 2.7** *PROXIES.* ..... 6

**SECTION 2.8** *RULES.*..... 6

**ARTICLE III BOARD OF DIRECTORS**..... 6

**SECTION 3.1** *POWERS AND NUMBER.* ..... 6

**SECTION 3.2** *DUTIES AND RESPONSIBILITIES.* ..... 6

**SECTION 3.3** *TERM OF OFFICE.* ..... 6

**SECTION 3.4** *VACANCIES IN THE BOARD OF DIRECTORS.*..... 7

**SECTION 3.5** *MEETINGS.*..... 7

**SECTION 3.6** *QUORUM AND MANNER OF ACTING.* ..... 7

**SECTION 3.7** *REMOVAL OF DIRECTORS.* ..... 8

**SECTION 3.8** *BOARD COMMITTEES AND THE EXECUTIVE COMMITTEE.* ..... 8

**SECTION 3.9** *ATTENDANCE BY TELEPHONE.* ..... 8

**SECTION 3.10** *PUBLICATION OF BOARD MEETING MINUTES.* ..... 8

**ARTICLE IV OFFICERS**..... 8

**SECTION 4.1** *OFFICERS.* ..... 8

**SECTION 4.2** *TERM OF OFFICE.* ..... 9

**SECTION 4.3** *PRESIDENT.* ..... 9

**SECTION 4.4** *PRESIDENT-ELECT.* ..... 9

**SECTION 4.5** *FIRST VICE-PRESIDENT.* ..... 9

**SECTION 4.6** *SECOND VICE-PRESIDENT.*..... 9

**SECTION 4.7** *TREASURER.*..... 9

**SECTION 4.8** *SECRETARY.* ..... 10

**SECTION 4.9** *CORRESPONDING SECRETARY.*..... 10

**SECTION 4.10** *LAW SCHOOL LIAISON.* ..... 10

**SECTION 4.11** *OFFICER SUCCESSION AND VACANCIES.*..... 10

**SECTION 4.12** *MEETINGS.*..... 10

SECTION 4.13	<i>ATTENDANCE BY TELEPHONE.</i>	11
SECTION 4.14	<i>REMOVAL OF OFFICERS.</i>	11
SECTION 4.15	<i>PUBLICATION OF OFFICER MEETING MINUTES.</i>	11
<b>ARTICLE V</b>	<b>ADVISORY BOARD</b>	<b>11</b>
SECTION 5.1	<i>ESTABLISHMENT; PURPOSE.</i>	11
SECTION 5.2	<i>POWERS AND NUMBER.</i>	11
SECTION 5.3	<i>TERM OF OFFICE.</i>	11
SECTION 5.4	<i>MEETINGS.</i>	11
<b>ARTICLE VI</b>		<b>12</b>
SECTION 6.1	<i>DESIGNATION OF COMMITTEES.</i>	12
SECTION 6.2	<i>INITIAL STANDING COMMITTEES; DUTIES AND RESPONSIBILITIES.</i>	12
SECTION 6.3	<i>COMMITTEE BUDGETS AND EXPENSES.</i>	14
SECTION 6.4	<i>SPECIAL COMMITTEES.</i>	14
SECTION 6.5	<i>APPOINTMENT AND REMOVAL OF MEMBERS.</i>	15
SECTION 6.6	<i>TERM OF OFFICE.</i>	15
SECTION 6.7	<i>CHAIR AT VICE-CHAIR.</i>	15
SECTION 6.8	<i>OFFICER LIAISONS.</i>	15
SECTION 6.9	<i>MANNER OF ACTING; DUTY TO REPORT.</i>	16
<b>ARTICLE VII</b>	<b>DUES AND OTHER CHARGES</b>	<b>16</b>
SECTION 7.1	<i>DUES AND ASSESSMENTS.</i>	16
SECTION 7.2	<i>PAYMENT OF DUES AND OTHER CHARGES.</i>	16
SECTION 7.3	<i>DEFAULT.</i>	16
SECTION 7.4	<i>SUSPENSION.</i>	16
SECTION 7.5	<i>REINSTATEMENT.</i>	17
SECTION 7.6	<i>ENFORCEMENT AND WAIVER.</i>	17
<b>ARTICLE VIII</b>	<b>NOMINATIONS AND ELECTIONS</b>	<b>17</b>
SECTION 8.1	<i>QUALIFICATIONS FOR ELECTION AND MINIMUM STANDARDS FOR NOMINATION.</i>	17
SECTION 8.2	<i>NOMINATIONS.</i>	17
SECTION 8.3	<i>ELECTION.</i>	18
<b>ARTICLE IX</b>	<b>MISCELLANEOUS PROVISIONS</b>	<b>19</b>
SECTION 9.1	<i>DEPOSITS OF ASSOCIATION FUNDS.</i>	19
SECTION 9.2	<i>INVESTMENTS.</i>	19
SECTION 9.3	<i>ACCEPTANCE AND USE OF SPECIAL RECEIPTS AND FUNDS.</i>	19
SECTION 9.4	<i>BUSINESS AND FISCAL YEAR.</i>	19
SECTION 9.5	<i>INDEMNIFICATION.</i>	19
SECTION 9.6	<i>NOTICE.</i>	22
SECTION 9.7	<i>WAIVER OF NOTICE.</i>	22
SECTION 9.8	<i>REGISTERED OFFICE AND REGISTERED AGENT.</i>	22
SECTION 9.9	<i>GENDER NEUTRAL.</i>	22
<b>ARTICLE X</b>		<b>22</b>
<b>AMENDMENT OF BY-LAWS</b>		<b>22</b>

**BY-LAWS**  
**OF THE**  
**HELLENIC BAR ASSOCIATION OF ILLINOIS**  
*(AS AMENDED AND ADOPTED, JUNE 1, 2020)*

**PREAMBLE**

NAME

This organization shall be known as the HELLENIC BAR ASSOCIATION OF ILLINOIS, (hereinafter referred to as the “Association”).

**PURPOSES AND OBJECTIVES**

The purposes and objectives of this Association are:

- To establish and maintain the honor and dignity of the profession of the law and to promote the general welfare of the members thereof;
- To improve the public understanding of the role of Hellenism in the law;
- To cultivate social relationships among its members;
- To increase the usefulness of the legal profession in promoting the due administration of justice and the public good;
- To promote the interests of the public and advocate for the legal rights of the people of the United States;
- To address problems and opportunities to benefit the Hellenic community, legal community, and public;
- To improve the legal access for the underprivileged and underserved members of the community; and
- To assist and foster mentorship and scholarship opportunities for law students.

MISSION

This Association seeks to:

- Improve the effectiveness and efficiency of the administration of justice in the State of Illinois and the United States of America;
- Increase members' effectiveness and efficiency in the practice of law;
- Ensure that bench and bar adhere to acceptable professional and ethical standards;

- Improve public understanding of the functions and importance of our Legal and Constitutional System and encourage respect therefor;
- Increase public understanding and respect for the legal profession; and
- Increase public understanding of the role of Hellenism in the law;
- Support pro bono legal services through the Hel.Las legal clinic for members of the Hellenic community; and
- Provide networking and programming assistance to Hellenic law students and involve the students in the professional and Hellenic community through programs and by example.

## ARTICLE I

### MEMBERSHIP

**Section 1.1** *Classes of Members; Eligibility.* Membership in the Association shall be of four classes: Regular Members, Student Members, Honorary Members, Associate Members, and Philhellene Members. The eligibility requirements for the members of each class shall be as follows:

(a) **Regular Members.** Regular Members shall be persons of Hellenic birth, ancestry, connubial or adoptive relationship who are: (i) attorneys registered with and authorized to practice in any state, commonwealth or territory of the United States in accordance with applicable registration provisions; or (ii) judges of any county, state or federal court located in any state, commonwealth or territory of the United States.

(b) **Student Members.** Student Members shall be persons of Hellenic birth, ancestry, connubial or adoptive relationship who are admitted to and in regular attendance at a law school located in any state, commonwealth or territory of the United States, and meet such additional terms and conditions of membership as the Board may from time to time prescribe.

(c) **Associate Members.** Associate Members shall be persons of Hellenic birth, ancestry, connubial or adoptive relationship who are paralegals, legal administrators, or other professionals engaged in the legal profession or the administration of justice, and meet such additional terms and conditions of membership as the Board may from time to time prescribe.

(d) **Honorary Members.** Honorary Members shall be persons who do not meet the qualifications set forth in *Sections 1.1 (a), (b), or (c)*, but whom the Board may elect as Honorary Members for having made outstanding contributions to the administration of justice or the advancement of the legal profession.

(e) **Philhellene.** Philhellene Members shall be persons who are not of Hellenic birth, ancestry, connubial or adoptive relationship and who do not meet the qualifications set forth in *Section 1.1 (a), (b), (c), or (d)*, but who are engaged in the legal profession or administration of justice and meet such additional terms and conditions of

membership as the Board may from time to time prescribe. Philhellene Members shall be able to participate in social events of the organization and have those rights and privileges as may be prescribed by the Board from time to time, but in no event shall a Philhellene member have the rights to vote or hold office in the organization.

A member shall be deemed a member in good standing thereof if he (i) meets the applicable eligibility requirements set forth above; (ii) shall not have been censured, suspended or expelled by the Board pursuant to *Section 1.5*, and (iii) shall not have been suspended pursuant to *Section 7.4*.

**Section 1.2** *Admissions.* Any person eligible as Regular, Student, Associate, or Philhellene Member shall be admitted to membership in the Association as a member, as appropriate, upon completion of a written application form signed by the applicant and containing the information required by the Board to be set forth therein. Applicants for admission as an Honorary Member shall be admitted to membership upon meeting the eligibility requirements for membership and complying with the procedures for admission thereto, all as determined by the Board.

**Section 1.3** *Change of Class.* With the approval of the Board, a member may change from one class of membership to another class of membership for which he is eligible. Notwithstanding the above, upon graduation from law school, Student Members who meet the requirements of *Section 1.1(a)* shall automatically become Regular Members.

**Section 1.4** *Privileges.* Except as otherwise provided in this section, each member in good standing of any class shall be entitled to enjoy the rights and privileges of membership in the Association, provided that only those Regular Members who have not been suspended pursuant to *Section 1.5* or *Section 7.4* shall be entitled to vote and qualified to hold office. Student, Associate and Honorary Members shall have those rights and privileges of membership that the Board may from time to time prescribe. The Board may grant privileges to non-members on such terms and conditions as the Board deems appropriate.

**Section 1.5** *Conduct Detrimental to the Association.* Any member may be censured, suspended or expelled by the Board for conduct detrimental to the Association or the legal profession. A member charged with conduct detrimental to the Association or legal profession shall be given at least 10 days written or electronic notice of the nature of the charges and of a time and place at which such member may have an opportunity to be heard thereon. The Board may refer any such charges to a committee of the Board for investigation, hearing and report, and may act upon the report of such committee, provided that, if the charges shall have been the subject of a report by a disciplinary commission or board authorized by the Supreme Court of Illinois, or the equivalent in any other jurisdiction, in which discipline, or non-disciplinary suspension, of the member is recommended, the Board may censure, suspend or expel the member summarily and without written or electronic notice or further hearing. When a member is disbarred or suspended from the practice of law in any jurisdiction, membership shall automatically terminate without notice and the name will immediately be removed from the membership roll.

**Section 1.6** *Resignation.* Any member may resign at any time, but an Officer or Director may only resign by submitting such resignation in writing to the Secretary. Resignation shall not relieve a person from any obligation to pay any indebtedness existing at the time of the resignation. The Board shall promptly be notified of any resignation by the Secretary.

**Section 1.7** *Reinstatement.* When a person has ceased to be a member pursuant to *Section 7.4*, the Board may reinstate such person to membership upon payment of any indebtedness or such portion thereof as the Board may deem equitable and upon such other terms and conditions as it, in its discretion, may deem appropriate.

## ARTICLE II

### MEETINGS OF MEMBERS

**Section 2.1** *Meetings.*

(a) *Annual Meeting.*

- (1) The Annual Meeting of the members (the "Annual Meeting") shall be held within 14 days of June 1st (before or after) of each year at a time and location to be determined by the Board. For good cause, with at least 14 days written or electronic notice to all members, the President shall have the ability to change the date of the Annual Meeting in any year to a different date within 14 days of June 1st.
- (2) The agenda for an Annual Meeting shall include, but not be limited to, the following matters:
  - a. Call to Order
  - b. Reading and Approval of the Minutes
  - c. Reading and Approval of the Treasurers Report;
  - d. Report of the Officers;
  - e. Report of the Board of Directors;
  - f. Report of the Committees;
  - g. Unfinished Business and General Orders;
  - h. New Business;
  - i. Election and introduction of the newly elected Officers, Directors and members of the Advisory Board; and
  - j. Adjournment

(b) Each meeting pursuant to *Section 2.1* shall be a "Special Meeting" within the meaning of *Section 2.2* of these by-laws.

**Section 2.2** *Special Meetings.*

(a) A "Special Meeting" is a meeting of the members at which one or more matters are proposed for resolution by a vote of the members. Except as provided in these by-laws, a Special Meeting may be called by the President, by a majority vote of the Board or by the written or electronic request of no less than 15 members entitled to vote at a Special Meeting. Such a request shall be effective upon delivery to the Secretary of a written or electronic request therefor setting forth the matters to be considered at the Special Meeting and containing the signatures of no less than fifteen members entitled to vote at a Special Meeting. The Secretary shall promptly deliver a copy of this request to the President and the Board, together with a statement certifying that the request contains the signatures of at least fifteen members then entitled to vote.

(b) The Board shall determine the date and time of a Special Meeting (except for the Annual Meeting pursuant to *Section 2.1*), provided that the date thereof shall be no more than 30 days subsequent to the date of delivery to the Secretary of a written request therefor.

(c) The affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the members, unless the vote of a greater number is required by law, the articles of incorporation or these by-laws.

(d) Except for those matters which these by-laws provide shall be discussed at an Annual Meeting, no matters other than those specified in the written or electronic notice for a Special Meeting which is not an Annual Meeting may be considered at a Special Meeting for which written or electronic notice has been given.

**Section 2.3** *Supplemental Meetings.* In addition to any Special Meetings, there shall be held in each year at least 3 meetings of the members, including but not limited to social or educational events. A Supplemental Meeting may only be called by the President, and upon approval of the Board, may be combined with any Special Meeting.

**Section 2.4** *Place of Meeting.* All meetings of members shall be held at a location to be selected by the President.

**Section 2.5** *Notice of Meetings.* The Corresponding Secretary shall cause written or electronic notice, stating the time and location of each meeting of members, to be posted on the Association website and given by email or mail to all members not less than 14 days before the day of the meeting. In the case of a Special Meeting, the purpose(s) which the meeting is called shall also be stated in the written or electronic notice.

**Section 2.6** *Quorum.* A quorum for any Special Meeting shall be satisfied by 10% of the members, but in no event less than 20 members, entitled to vote, present in person or by proxy. If a quorum is not present at a Special Meeting, a majority of the members present, in



person or by proxy, may adjourn the meeting from time to time without further notice. No quorum is required for a Non-Special Meeting.

**Section 2.7** *Proxies.* At any Special Meeting, a member entitled to vote may vote by proxy executed in writing, designating any other member of the Association. Proxies shall be filed with the Secretary before or at the time of the meeting. No proxy may be voted to adjourn a Special Meeting unless the proxy contains a statement expressly granting such authority.

**Section 2.8** *Rules.* The President shall preside over any Special Meeting and the rules of procedure for all Special Meetings shall be those contained in Robert's Rules of Order, as revised from time to time, unless such rules are contrary to or inconsistent with these by-laws, the articles of incorporation, or applicable law.

## ARTICLE III

### BOARD OF DIRECTORS

**Section 3.1** *Powers and Number.* The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall also have and exercise the authority conferred by law on a board of directors of an Illinois not-for-profit corporation. The Board shall consist of at least 9 and no more than 19 Regular Members (*as defined in Section 1.1(a)*) elected as provided in these by-laws, the Immediate Past President who also serves as chair, and the Officers (each of whom is referred to as a "Director" and collectively as the "Board" or the "Board of Directors").

**Section 3.2** *Duties and Responsibilities.* Each Director of the Board of Directors shall be committed to the Purposes and Objectives and shall commit his or her best efforts towards the Mission set forth in these by-laws. Each Director of the Board of Directors is required to actively participate in the operation and activities of the Association. At a minimum, each Director must attend Board Meetings, actively serve on at least 2 committees and promote and actively participate in all Association and Hellenic Bar Association Foundation events.

**Section 3.3** *Term of Office.* Each Director shall take office at the close of the Annual Meeting next following election and shall serve for a term of approximately 2 years concluding at the close of the third Annual Meeting following election. Notwithstanding the foregoing, the term of office of each Director shall conclude upon death, resignation or removal from office or at such time as such Director shall cease to meet the qualifications set forth in *Section 1.1(a)*. The terms of office of the Directors shall be staggered so that approximately half of the Directors shall be elected prior to each Annual Meeting to succeed the Directors whose terms shall expire at that meeting. For the first year of adoption of these by-laws, the Nominating Committee shall establish a random process to determine which Directors shall be nominated to serve an initial 1 year term and those that will be nominated to serve a 2 year term; thereafter all Directors will be nominated and elected for 2 year terms.

**Section 3.4** *Vacancies in the Board of Directors.* If a vacancy on the Board shall result in less than the minimum number of Directors required pursuant to *Section 3.1*, then such vacancy shall be filled by the Board by a two-thirds majority vote. A Director elected by the Board to fill any vacancy shall serve until an election can be held at the next Annual Meeting in accordance with *Article VIII*.

**Section 3.5** *Meetings.* The Board shall meet at least once quarterly in each of January, April, September and November of each year at a time and location as determined by the President. For good cause, with at least 14 day written or electronic notice to the Board, the President shall have the power to change the date of any Board Meeting to a different date in the same month set forth above. The chair shall preside over any Board meeting and the rules of procedure for all Board meetings shall be those contained in Robert's Rules of Order, as revised from time to time, unless such rules are contrary to or inconsistent with these by-laws, the articles of incorporation, or applicable law.

**Section 3.6** *Quorum and Manner of Acting.* The Board may act by unanimous written consent without the need for a meeting. At any Board meeting, two-thirds of the Board of Directors present shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present, or the act of at least 7 Directors if a quorum was present at the beginning of the meeting but no longer exists, shall be the act of the Board, except that an affirmative vote of not less than two-thirds of the Board of Directors shall be required where action proposed to be taken by the Board relates to:

- (a) Expulsion, suspension or censure of any member pursuant to *Section 1.5*;
- (b) Filling any vacancy on the Board pursuant to *Section 3.4*;
- (c) Removal of a Director pursuant to *Section 3.7* or any Officer pursuant to *Section 4.12* or *Section 8.4(b)*;
- (d) Establishment of or delegation of authority to any committee pursuant to *Section 3.8*;
- (e) Veto of any decision pursuant to *Sections 6.2, 6.3 and 6.4* respectively;
- (f) Any change in the amount or payment of dues or assessments payable by members pursuant to *Section 7.1* or *Section 7.2*;
- (g) Amendments to the Articles of Incorporation or these by-laws pursuant to *Article X*; or
- (h) Adoption of any position of the Association with respect to litigation in which the Association is a party or in which the Association is proposed to be an amicus curiae.

In addition to the foregoing, the Board may, by resolution, establish a larger quorum and more than a majority vote, or either thereof, with respect to any action proposed to be taken by the Board.

**Section 3.7** *Removal of Directors.* Any Director, except for a Director who at the same time serves as an Officer, may be removed as a Director, with or without cause, automatically by missing three Board meetings in any given year or by the affirmative vote of two-thirds of the Board of Directors at a Board meeting.

**Section 3.8** *Board Committees and the Executive Committee.*

(a) The Board may create one or more committees ("Board Committees") and appoint members of the Board, or such other members as the Board designates, to serve on Board Committees. Each Board Committee shall include 3 or more members of the Board and at least a majority of its members shall be members of the Board. With the exception of the Executive Committee established pursuant to *Section 3.8(b)*, all members of Board committees shall serve at the pleasure of the Board. Only Board Committees may exercise the authority of the Board, and then only to the extent permitted by law and authorized by resolution of the Board. The act of a majority of the members present at a Board committee meeting shall be the act of such Board committee. Each Board Committee shall keep regular minutes of its meetings and report to the Board as often as required by the Board.

(b) The Executive Committee of the Board shall be comprised of the current Officers, and shall have and exercise the authority of the Board in the management of the Association between meetings of the Board.

**Section 3.9** *Attendance by Telephone.* Although not preferred, Directors may participate in any meeting of the Board or any Board committee, through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence at the meeting.

**Section 3.10** *Publication of Board Meeting Minutes.* The Secretary shall publish by email to the Directors or on the Association website, the minutes of all meetings held pursuant to *Section 3.5* within 7 days of such meetings.

## ARTICLE IV

### OFFICERS

**Section 4.1** *Officers.* The officers of the Association shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Treasurer, a Secretary, a Corresponding Secretary, a Law School Liaison, and such other officers as may be appointed or elected pursuant to these by-laws (individually referred to as "Officer" and collectively as "Officers").

**Section 4.2** *Term of Office.* The President, President-Elect, First Vice-President, Second Vice-President, Treasurer, Secretary, Corresponding Secretary and Law School Liaison shall be elected annually from among the members in accordance with *Article VIII*. Unless otherwise terminated sooner as provided in these by-laws, the term of office of each Officer shall commence at the close of the Annual Meeting at which such Officer is elected and shall terminate at the close of the next Annual Meeting whereby a successor shall accede to such office pursuant to *Section 4.9*. Notwithstanding the foregoing, the term of office of each Officer shall conclude upon death, resignation or removal from office, or at such time as an Officer shall cease to meet the requirements of membership pursuant to *Section 1.1(a)*.

**Section 4.3** *President.* The President shall be the principal executive officer and shall supervise the business and affairs of the Association. The President shall preside over all Special Meetings and call all other meetings. The President may sign, with the Secretary or any other Officer, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other Officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

**Section 4.4** *President-Elect.* In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President. When so acting, a President-Elect shall have all the powers of and be subject to all the restrictions of the President pursuant to *Section 4.3*. In general, the President-Elect shall perform such other duties as may be assigned by the President or the Board.

**Section 4.5** *First Vice-President.* In the absence of the President and President-Elect or in the event of their inability or refusal to act, the First Vice-President shall perform the duties of the President. When so acting, the First Vice-President shall have all the powers of and be subject to all the restrictions of the President pursuant to *Section 4.3*. In general, the First Vice-President shall perform such other duties as may be assigned by the President or the Board.

**Section 4.6** *Second Vice-President.* In the absence of the President, President-Elect, and First Vice-President or in the event of their inability or refusal to act, the Second Vice-President shall perform the duties of the President. When so acting, the Second Vice-President shall have all the powers of and be subject to all the restrictions of the President pursuant to *Section 4.3*. In general, the Second Vice-President shall perform such other duties as may be assigned by the President or the Board that shall include the legal and tax compliance of the Association such as filing all state and federal tax returns, filing of the Association's annual report with the state of Illinois and any other reporting requirements as may be prescribed from time to time under any state or federal law, as the cause may be, maintenance of the Association's insurance, and the verification of conflicts of interest for any Director or Officer. A report shall be provided to the Board at each quarterly meeting.

**Section 4.7** *Treasurer.* The Treasurer shall have charge and custody of and be responsible for the collection, maintenance and investment of all funds and securities of the Association and for those funds and securities which the Association may hold in a fiduciary capacity, all in accordance with *Section 9.2*; shall deposit all such funds in the name of the

Association in accordance with *Section 9.1*; shall keep or cause to be kept correct and complete books and records of account including a record of all receipts and disbursements; shall, from time to time as requested by the President or the Board, prepare or cause to be prepared and render financial statements of the Association; and in general shall perform such other duties as may be assigned by the President or the Board.

**Section 4.8** *Secretary.* The Secretary shall keep the minutes of all meetings of the Officers, Board, and Members in one or more books provided for that purpose; be custodian of the corporate records of the Association; keep a register of the address of each member as furnished to the Secretary by such member; shall be responsible for administering the annual elections of the Association; and in general shall perform all duties incident to the office of secretary and such other duties as may be assigned by the President or the Board.

**Section 4.9** *Corresponding Secretary.* The Corresponding Secretary shall keep all correspondence; give, or cause to be given, all written or electronic notices in accordance with the provisions of these by-laws or as required by law; shall maintain the non-corporate records of the Association including but not limited to on the cloud, the digital assets (social media, photos, tickets, links, etc.) and the website; and in general shall perform such other duties as may be assigned by the President or the Board.

**Section 4.10** *Law School Liaison.* The Law School Liaison shall be responsible for outreach to area law schools and law students;; shall be responsible for planning and hosting the Career Corner for law students; shall organize and coordinate the mentorship program between attorneys and law students; and in general shall perform such other duties as may be assigned by the President or the Board.

**Section 4.11** *Officer Succession and Vacancies.* In the event the office of President becomes vacant, the President-Elect shall become President for the unexpired portion of the term, and thereafter in accordance with this *Section 4.9* and *Section 8.3(c)*. In the event the office of President-Elect becomes vacant, the First Vice-President shall become President-Elect for the unexpired portion of the term. In the event the office of First Vice-President becomes vacant, the Second Vice-President shall become First Vice President for the unexpired portion of the term. In the event the office of Second Vice-President becomes vacant, the Treasurer shall become Second Vice President for the unexpired portion of the term. In the event the office of Treasurer becomes vacant, the Secretary shall become Treasurer for the unexpired portion of the term. In the event the office of Secretary becomes vacant, the Corresponding Secretary shall become Secretary for the unexpired portion of the term. In the event the office of Corresponding Secretary becomes vacant, the Law School Liaison shall become Corresponding Secretary for the unexpired portion of the term. In the event the office of Law School Liaison becomes vacant, the Board shall appoint a Director to fill the office of Law School Liaison until an election can be held to fill such office at the next Annual Meeting in accordance with *Article VIII*.

**Section 4.12** *Meetings.* The Officers shall have in-person, bi-monthly, meetings (except for the months of July and August) at a date, time and location to be determined by the President. Meetings shall not occur on the same date as a Special Meeting, Board meeting, Supplemental Meeting, or any other social function of the Association.

**Section 4.13** *Attendance by Telephone.* Although not preferred, Officers may participate in any meeting of the Officers (excluding Special Meetings) through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence at the meeting.

**Section 4.14** *Removal of Officers.* An Officer may be removed as an Officer and as a member of the Board, with or without cause, automatically by missing four or more Officer meetings in any year or by an affirmative vote of two-thirds of the Board of Directors at a Board meeting.

**Section 4.15** *Publication of Officer Meeting Minutes.* The Secretary shall publish by email to the Directors or on the Association website, the minutes of all meetings held pursuant to *Section 4.10* within 7 days of such meetings.

## ARTICLE V

### ADVISORY BOARD

**Section 5.1** *Establishment; Purpose.* The Board of Directors may, but shall not be required to, establish an Advisory Board. Candidates for appointment to the Advisory Board shall include Past Presidents of the Association and other esteemed and respected members of the Association who cannot commit the time or energy to serve as a Director. The purpose of the Advisory Board is to provide recommendations each year to the Officers and Directors for their consideration in the areas of growth, community outreach, mentorship, and the general improvement of the Association.

**Section 5.2** *Powers and Number.* The Advisory Board shall have and exercise the authority conferred by the Board. The Advisory Board shall consist of at least 3 and no more than 17 members, appointed by the Board of Directors, the Immediate Past President who serves as Chair, and the Officers of the Association who will serve as ex-officio members of the Advisory Board.

**Section 5.3** *Term of Office.* Each member of the Advisory Board shall take office at the close of the Annual Meeting following such member's appointment and shall serve for a term of approximately two years concluding at the close of the third Annual Meeting. Notwithstanding the foregoing, the term of office of each member of the Advisory Board shall conclude upon death, resignation or removal from office.

**Section 5.4** *Meetings.* The Advisory Board shall be invited to attend the September meeting of the Board of Directors. In addition to the September meeting, the Advisory Board shall meet at least once a year at such time and place to be determined by the President and report to the Board at the Board meeting following such meeting of the Advisory Board.

## ARTICLE VI

### COMMITTEES

**Section 6.1** *Designation of Committees.* In addition to the Board Committees organized pursuant to *Section 3.8*, the Board may create or abolish any standing committees of the Association (the "Standing Committees"), define, limit or enlarge their functions; and fix the size of their membership.

**Section 6.2** *Initial Standing Committees; Duties and Responsibilities.* Initially, the Association shall have the following standing committees:

(a) **External Relations.** The External Relations Committee shall be responsible for promoting the Association in the community and coordinating community relations activities on behalf of the Association. The responsibilities of this Committee shall include:

- (1) Coordinating activities with other professional associations; and
- (2) Developing community relations on behalf of the Association including political action activities and increase Association visibility and credibility in the legal and political community.

(b) **Judicial Evaluation.** The Judicial Evaluation Committee shall be responsible for the coordination and evaluation of judicial candidates on behalf of the Association and if appropriate, in alliance with other bar associations. No member who is currently a judge, or who is currently seeking, or has sought in the past 2 years, appointment or election to the bench may serve on the Judicial Evaluation Committee. The responsibilities of this Committee shall include:

- (1) Performing judicial evaluation and recommendation activities;
- (2) Coordinating recommendations for judicial candidates; and
- (3) Publishing the results of the judicial evaluation process.

(c) **Association Events.** The Association Events Committee shall be responsible for planning, coordinating and staffing social events for the members of the Association, except for such events which have a separately formed committee responsible for such events.

(d) **Membership.** The Membership Committee shall be responsible for maintaining and increasing the paid and active membership of the Association. The responsibilities of this Committee shall include:

- (1) Increasing the number of members;
- (2) Planning membership drive initiatives;
- (3) Establishing and maintaining contact with law students, newly admitted attorneys and experienced attorneys to increase their

awareness of the Association and its activities, and to encourage their membership in the Association;

- (4) Assisting the Treasurer in maintaining a current paid membership roll; and
- (5) Publishing a membership directory each year, in print, electronic form or on the Association website.

(e) **Communications.** The Communications Committee shall be responsible for coordinating communications among members. The responsibilities of this Committee shall include:

- (1) Maintaining and updating the Association website;
- (2) Marketing and Press Releases; and
- (3) Publishing a semi-annual newsletter, in print, electronic form or on the Association website.

(f) **Young Lawyers.** The Young Lawyers Committee shall be administered by members who have practiced law less than 10 years. The responsibilities of this Committee shall include:

- (1) Establishing and maintaining contact with law students and newly admitted attorneys to increase their awareness of the Association and its activities, and to encourage their membership in the Association; and
- (2) Planning events suited towards younger members, but open to all members.

(g) **Nominating.** The Nominating Committee shall be created and administered in accordance with Article VIII of these by-laws.

(h) **Judge's Night.** The Judge's Night Committee shall be responsible for budgeting, planning, and coordinating the annual Judge's Night. At least 9 months prior the Judge's Night, the Chair of the Judge's Night shall submit to the Board a proposal for the Judge's Night. The Board may reject the proposals by a two-thirds majority vote, and this process will repeat itself until the proposals are no longer rejected by the Board.

(i) **Mentorship Committee.** The Mentorship Committee runs the Mentorship Program which pairs groups of law students, new attorneys, and experienced attorneys to assist the law students and new attorneys in law school and their careers. The program offers CLE to the attorneys and provides all parties with a forum for support and guidance.

(j) **Foundation Outreach Committees.** The Foundation Outreach Committees shall be established to coordinate activities with, assist, and provide support for the Hellenic Bar Association Foundation. The Foundation Outreach Committees shall include, but not be limited to the following:



- (1) *Annual Banquet.* The Annual Banquet Committee shall be responsible for budgeting, planning and coordinating the annual joint banquet of the Association and the Hellenic Bar Association Foundation (the "Annual Banquet"). At least 9 months prior to the Annual Banquet, the President-Elect or the Vice-Chair of the Annual Banquet committee shall submit to the Board proposals for a preliminary budget and honoree(s) for the Annual Banquet. The Board may reject the proposals by a two-thirds majority vote, and this process will repeat itself until the proposals are no longer rejected by the Board. The committee shall provide a final accounting of the banquet no later than 90 days from the date of the Banquet to the Board of Directors.
- (2) *Scholarship.* The Scholarship Committee shall be responsible for planning and coordinating the scholarship application and selection criteria and administering the selection process. The Scholarship Committee shall submit a list of selected scholarship applicants to the Officers at least 30 days prior to the Annual Banquet.
- (3) *Scholarship Fundraising Committee.* The Scholarship Fundraising committee shall be responsible for soliciting and raising donations that will be used solely for scholarships awarded at the Annual Banquet.
- (4) *Law Day.* The Law Day Committee shall be responsible for planning and coordinating the annual grade school essay contest of the Hellenic Bar Association Foundation.
- (5) *Fundraising.* The Fundraising Committee shall be responsible for all fundraising activities of the Association and Hellenic Bar Association Foundation and shall be primarily responsible for planning and coordinating the sponsorships, program book and/or silent auction for the Annual Banquet. Such activities may be separated between one or more sub-committees. The Fundraising Committee shall also develop other fundraising activities for the Hellenic Bar Association Foundation in coordination with other committees of the Association and the Hellenic Bar Association Foundation.

**Section 6.3** *Committee Budgets and Expenses.* Each year, after the Annual Meeting, Committees shall submit a budget to the Officers for consideration and approval that adequately reflects the financial needs of the Committee to accomplish its purpose. During the course of the year, any expense not otherwise budgeted that exceeds \$200 will need to be approved by the President and two officers, one of whom must be the treasurer.

**Section 6.4** *Special Committees.* The President may create and organize Special Committees during the President's term of office. Subject to the veto by the Board with respect to

any decision of the President pursuant to *Section 6.3*, the President shall appoint the Chairs, Vice-Chairs and members of each Special Committee for a term not to extend beyond the President's term of office.

**Section 6.5** *Appointment and Removal of Members.* All members, including Directors and Officers, are encouraged to participate in committees. All Directors and Officers are required to serve on at least two Committees each year. To the extent that any committee is required to be limited in size, and subject to the veto by the Board of Directors with respect to any decision of the President (or President-Elect) pursuant to this *Section 6.4*, the President (or President-Elect) shall appoint the members of each committee for a term not to extend beyond such President's term of office. To the extent that any committee is required to be limited in size, and subject to the veto by the Board with respect to any decision of the President (or President-Elect) pursuant to this *Section 6.4*, the President (or President-Elect) may appoint members of each Standing Committee for terms that commence upon the President's election and conclude at the end of such term of office. A member of any Standing Committee may be removed by the President whenever the best interests of the Association will be served thereby, subject to a veto by the Board of Directors.

**Section 6.6** *Term of Office.* Unless otherwise provided in these by-laws or by the Board, a member of a Standing Committee shall assume office upon appointment thereto or, in the event of appointment by the President-Elect, upon the President-Elect's assumption of the office of President. A member of a Standing Committee shall remain on the committee until the first to occur of the close of the next Annual Meeting, the abolition of the committee, removal as a committee member or the termination or suspension of membership in the Association.

**Section 6.7** *Chair at Vice-Chair.* During the first year following adoption of these by-laws, the President shall appoint the chair and the President-Elect shall appoint the vice-chair of each Standing Committee, who shall automatically succeed as chair upon the President-Elect's assumption of the office of President or prior resignation of the chair. Thereafter and at anytime there is no vice-chair acting, the President-Elect shall name a vice-chair of each Standing Committee, who shall succeed as chair upon the President-Elect's assumption of the office of President. If at anytime there is no chair and vice-chair acting for a Standing Committee, the President shall appoint the chair and the President-Elect shall appoint the vice-chair of such Standing Committee, who shall automatically succeed as chair upon the President-Elect's assumption of the office of President or prior resignation of the chair. Although not preferred, in any given year, the chair and vice-chair of any Standing Committee may be the same person.

**Section 6.8** *Officer Liaisons.* Each committee shall have an Officer Liaison who shall be an ex-officio member of such committee and shall be responsible for providing guidance to the committees and reporting committee activities to the Officers. For each Special Committee, the President shall appoint an Officer Liaison. For each Standing Committee, the following Officers shall serve as Officer Liaisons:

- (a) **External Relations** – First Vice President;
- (b) **Judicial Evaluations** – First Vice President;

- (c) **Association Events** – Second Vice President;
- (d) **Membership** – Treasurer;
- (e) **Communications** – Corresponding Secretary;
- (f) **Young Lawyers** – Law School Liaison;
- (g) **Nominating** – President; and
- (h) **Judge’s Night** – Second Vice President
- (i) **Mentorship** – Law School Liaison
- (j) **Foundation Outreach Committees**
  - (1) **Annual Banquet Committee** – President;
  - (2) **Scholarship Committee** – President-Elect;
  - (3) **Scholarship Fundraising Committee** – President-Elect;
  - (4) **Law Day Committee** – Secretary; and
  - (5) **Fundraising Committee** – Treasurer.

**Section 6.9** *Manner of Acting; Duty to Report.* The act of a majority of the members present at a meeting of a committee shall be the act of the committee. Each chair shall submit to the President a report of the activities of the Standing Committee prior to each Board meeting or at any time reasonably requested by the President.

## ARTICLE VII

### DUES AND OTHER CHARGES

**Section 7.1** *Dues and Assessments.* The Board shall determine from time to time the amount of dues and assessments, if any, payable to the Association by the members of each class.

**Section 7.2** *Payment of Dues and Other Charges.* Dues shall be payable to the Association in advance no later than February 1st of each year. Other charges incurred by members, and assessments, shall be billed at such intervals as the Board shall determine from time to time and shall be payable to the Association immediately upon such billing.

**Section 7.3** *Default.* Any member who shall fail to pay any installment of dues within 30 days after the date on which such installment is payable or who shall fail to pay any other charges within 30 days after the date on which he is billed therefor shall be in default.

**Section 7.4** *Suspension.* Subject to *Section 7.6*, any member who shall fail to pay any dues or other charges within 30 days of receipt of written or electronic notice of non-payment thereof shall be suspended from membership in the Association. Upon suspension of

membership for any cause, a member shall no longer be deemed to be a member in good standing, may not serve as an Officer, member of the Board or any Committee, and may enjoy none of the privileges of membership.

**Section 7.5** *Reinstatement.* A member suspended for non-payment of dues or other charges pursuant to *Section 7.4* shall be reinstated upon paying such dues or other charges in default. Upon reinstatement all titles, offices, and privileges of the Association shall be restored to such member, unless such titles or offices are lost pursuant to other provisions of these by-laws. Dues for the period in which suspension occurs shall not abate by reason of suspension of membership and shall continue to accrue until reinstatement.

**Section 7.6** *Enforcement and Waiver.* Notwithstanding the foregoing, the Board may collect, adjust or remit any dues or other charges; accept the resignation of any member who fails or refuses to pay the same; and may reinstate any such member, all upon such written or electronic notice, terms and conditions as may be specified by the Board.

## ARTICLE VIII

### NOMINATIONS AND ELECTIONS

**Section 8.1** *Qualifications for Election and Minimum Standards for Nomination.* All members who have the right to hold office as provided in *Section 1.4* shall be eligible for election as an Officer or Director. However, in order to be nominated pursuant to *Section 8.2*, each member must meet the following minimum criteria:

(a) **Minimum Director Qualifications for Nomination.** To be nominated as a Director, at a minimum, a member must have actively participated on the Advisory Board or any other committee of the Association.

(b) **Minimum Officer Qualifications for Nomination.** To be nominated as an Officer, at a minimum, a member must have served at least two years as a Director of the Association and have actively participated in two committees as set forth in *Section 3.2*.

**Section 8.2** *Nominations.*

(a) **By Nominating Committee.**

(1) *Composition.* On or before February 1<sup>st</sup> of each year, a Nominating Committee shall be formed, composed of the five last Immediate Past Presidents. If any member is unable to or unwilling to serve on the Nominating Committee, the Board shall appoint a replacement member, with preference given to previous Immediate Past Presidents. The Immediate Past President shall serve as chair of the Nominating Committee.

- (2) *Notice of Nominating Committee Meetings.* At least 90 days before the Annual Meeting, the Secretary shall publish a "Notice from Nominating Committee" to all members, via written, email, or the Association website, listing the open officer positions and the open Director Board positions to be elected, and if applicable, the term for such position. The written or electronic notice shall invite recommendations for consideration by the Nominating Committee, which should be submitted to the chair of the Nominating Committee, in writing, not later than 60 days before the Annual Meeting.
- (3) *Officer Recommendations.* The Officers, by majority vote, shall recommend to the Nominating Committee, the number of open Director and Advisory Board positions and the members to fill the Officer, Director and Advisor Board positions open for election. The Officers shall submit such recommendations to the chair of the Nominating Committee, in writing, not later than 45 days before the Annual Meeting. Any recommendations by the Officers shall be duly considered by the Nominating Committee.
- (4) *Procedures.* The Nominating Committee, upon consideration of the recommendations of the Officers, shall nominate, by majority vote, one member for each open office, each member of the Board, with terms consistent with these By-Laws. The chair shall deliver a list of such nominees to the Secretary, not less than 30 days before the date specified for the Annual Meeting.

(b) **By Members.** Members, who meet the qualifications set forth in *Section 8.1*, for any position with respect to which the Nominating Committee has nominated candidates may also be nominated by means of a written petition which is signed by 30 members entitled to vote in accordance with *Section 1.4* and which is filed with the Secretary no less than 21 days prior to the date set for the Annual Meeting.

### **Section 8.3** *Election.*

(a) **Elections to be by Ballot.** Elections of Officers, Directors and members of the Advisory Board shall be by secret ballot, except in the case of an uncontested election, and shall be conducted as provided in this *Section 8.3*.

(b) **Procedure.** The election of Officers and Directors shall be conducted at the Annual Meeting. Any voting member in good standing present at the Annual Meeting may participate in the elections. A list of members in good standing shall be sent to the members with the written or electronic notice of the Annual Meeting and shall be made available for review by the Treasurer at the Annual Meeting. Any voting member not on the list who believes they were wrongly excluded may appeal that exclusion in writing to the President at least three days prior to the Annual Meeting. The burden of proof shall be on the member appealing exclusion. The decision of the President shall be final. Any

voting member who is suspended pursuant to *Section 7.4* may be reinstated immediately at an Annual Meeting by satisfying the requirements of *Section 7.5*.

(c) **Election of Officers.** Unless otherwise ordered by the two-thirds affirmative vote of the Board, no candidate shall be nominated for or elected to the office of President, President-Elect, First Vice-President, Second Vice-President, Treasurer, Secretary, and Corresponding Secretary but instead the officer holding the office immediately preceding such office shall without election or contest automatically succeed to such office, in accordance with *Section 4.9*. The Board, by two-thirds affirmative vote of its members, may direct the Nominating Committee to select and nominate a candidate for such office, in which case the officer shall not automatically succeed to the next succeeding office, but said office shall be filled by the next succeeding officer, in accordance with *Section 4.9*, or if none by election.

## ARTICLE IX

### MISCELLANEOUS PROVISIONS

**Section 9.1** *Deposits of Association Funds.* Except for reasonable amounts of petty cash maintained by the Association, all cash, checks and other items of payment shall be deposited daily to the credit of the Association in such bank or banks as the Board determines to be in the best interest of the Association.

**Section 9.2** *Investments.* The Board may authorize any officer or officers, agent or agents, to invest any funds of the Association in any investment which is permitted by law. Without limitation of the foregoing, the Board may also authorize investment of any such funds in the securities issued or sold by any financial institution, corporation, trust, governmental entity or other business entity.

**Section 9.3** *Acceptance and Use of Special Receipts and Funds.* The Board shall have power to accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose or activity of the Association. Funds and property so received by the Association shall be treated as funds of the Association under the terms of *Section 9.1*, subject, however, to any limitations or conditions specified by the contributor, donor or testator in the instrument under the terms of which the Association receives said funds or property.

**Section 9.4** *Business and Fiscal Year.* The business year of the Association shall begin on 1st day of June and end on 31st day of May each year, however, solely for tax and accounting purposes, the fiscal year of the Association shall begin on the 1st day of January in each year and end on the 31st day of December in each year. Unless otherwise provided, any reference to "year" shall mean the business year of the Association.

**Section 9.5** *Indemnification.*

(a) **Indemnification in Actions other than by or in the Right of the Association.** The Association shall indemnify any present or former member of the

Board or officer of the Association (each a "Manager"), and may indemnify any other person, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Manager or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such conduct was unlawful.

(b) **Indemnification in Actions by or in the Right of the Association.** The Association shall indemnify any present or former Manager of the Association, and may indemnify any other person, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Manager, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) **Right to Payment of Expenses.** To the extent that a Manager or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subparagraphs (a) and (b) of this Section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) **Determination of Conduct.** Any indemnification under subparagraphs (a) and (b) of this Section (unless ordered by a court) shall be made by the Association only

as authorized in the specific case, upon a determination that indemnification of the Manager, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subparagraphs (a) or (b) of this Section. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Managers who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Managers so directs, by independent legal counsel in a written opinion.

(e) **Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Manager or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Section.

(f) **Indemnification not Exclusive.** The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Managers, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a Manager, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Section.

(h) **Notice to Members.** If the Association paid indemnity or has advanced expenses under this Section to a Manager, officer, employee or agent, the Association shall report the indemnification or advance in writing to any members entitled to vote with or before the written or electronic notice of the next meeting of the members entitled to vote.

(i) **References to Association.** For purposes of this Section, references to the "Association" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the



surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

**Section 9.6** *Notice.* Whenever, under applicable law, the articles of incorporation or these by-laws, written or electronic notice is required to be given to any member, committee member, Officer or Director, such notice shall be deemed to be delivered via email or when deposited in the United States mail addressed to the person at such address reflected in the records of the Association.

**Section 9.7** *Waiver of Notice.* Whenever any written or electronic notice is required to be given under law, the articles of incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects thereto to the holding of the meeting because proper written or electronic notice was not given.

**Section 9.8** *Registered Office and Registered Agent.* The Association shall have and continue to maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of Illinois as the Board may from time to time determine.

**Section 9.9** *Gender Neutral.* References in these by-laws to the male gender shall be deemed to include the female gender, and vice-versa.

## ARTICLE X

### AMENDMENT OF BY-LAWS

The articles of incorporation and by-laws may be amended as follows:

(a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the membership at a Special Meeting;

(b) Written or printed notice containing the text of the proposed amendment and a summary of the substance of the proposed amendment shall be given to each member entitled to vote on amendments at a Special Meeting within the time and in the manner provided in these by-laws for the giving of notice of Special Meetings.

(c) The proposed amendment shall be adopted by receiving the affirmative vote of a majority of those members entitled to vote who are present and voting, either in person or by proxy, at any Special Meeting at which a quorum is present.