

BY-LAWS OF THE DECATUR BAR ASSOCIATION

ARTICLE I NAME AND PURPOSES

Section 1: This association shall be known as “The Decatur Bar Association”.

Section 2: This association shall have for its objects and purposes:

The cultivation of the science of jurisprudence, the promotion of needed reform in the law, the facilitation of the administration of justice, the preservation of high standards of integrity, honor and courtesy in the legal profession, the encouragement of leadership and participation in political and civic activities contributing to the general welfare of the community and nation, the cultivation of a spirit of camaraderie among its members.

ARTICLE II MEMBERSHIP

Section 1: Any member of the legal profession who is admitted to practice law and who is in good standing in any of the 50 United States, or in a jurisdiction other than one of the United States, may apply for membership in this not-for-profit association as an active member.

Section 2: Any active member of the Association who has practiced law for fifty (50) years or more shall be considered a senior counselor.

Section 3: Distinguished members of the bar of Illinois, or other sister states, or persons who have rendered outstanding service to this not-for-profit association may be elected to honorary membership at any time by vote of the Executive Committee or by the membership at any meeting thereof.

Section 4: Applications for membership shall be made in writing to the Membership Committee on forms provided by the Secretary and endorsed by three active members of this Association. The application shall be accompanied by payment of dues as provided in Article VI. The Membership Committee shall submit the complete application to the next meeting of the Executive Committee, with its recommendation for action. Admission shall be granted upon adoption of a motion for admission, duly seconded, by a majority vote of a duly constituted meeting of the Executive Committee.

Section 5: Members in good standing, whether active, senior counselors or honorary, shall enjoy all privileges of membership in the Association except that honorary members shall not be nominated to office or directorship.

ARTICLE III
OFFICES AND OFFICERS

Section 1: The officers of the Association shall consist of a President, a President Elect, a Secretary, and a Treasurer.

Section 2: The governing body of the Association shall be an Executive Committee consisting of the President, President Elect, Secretary, and Treasurer, together with six Directors selected as hereinafter provided. The immediate past president shall be an ex officio member.

Section 3: The terms of office of the President, President Elect, Secretary, and Treasurer are for one year commencing July 1 and ending June 30 each year. No member shall be elected or serve as President for two consecutive full terms of office.

Section 4: The six Directors of the Association serve for staggered three-year terms, of two Directors expiring June 30 each year. Directors may not succeed themselves in office.

Section 5: In case of the death, removal, disqualification, or incapacity of any officer of the Association, or any Director, the resulting vacancy shall be filled by appointment by the President, or if the office of President shall then be vacant, the presidency shall be assumed by the President Elect, and the person so selected shall serve until the next regular election of officers, or in the case of Director, some member shall be elected to fill any remaining unexpired term. If the President Elect accedes to the presidency under this Section, he shall nonetheless be qualified to serve the term to which he was originally selected.

Section 6: The President shall be the chief executive officer of this Association and shall have all the powers and duties which attach to such office. In addition, but not in limitations, he shall preside at all meetings of the Association and of the Executive Committee and shall exercise all powers and perform all duties as provided elsewhere in these By-Laws. The President shall coordinate with the President-Elect to insure a continuum of leadership of the Association.

Section 7: The President Elect shall exercise the following powers and perform the following duties:

- (a) Perform all duties relating to the office of President in the absence of the President.
- (b) Preside at all meetings of the Association or of the Executive Committee In the absence of the President.
- (c) Coordinate with the President to insure a continuum of leadership of the Association.

Section 8: The Secretary shall exercise the following powers and perform the following duties:

- (a) Preserve the records of this Association.
- (b) Record and preserve the minutes of the meeting of the Association and of the Executive Committee.
- (c) With the assistance of the Treasurer, keep an accurate roll of the members and officers of the Association.
- (d) Conduct the correspondence of the Association.
- (e) Notify all members and officers of the election, notify all committeemen of their appointments, issue notices of all meetings of the Association or of the Executive Committee, and issue such other notices from time to time as required by the President. Notice shall be by the Association's newsletter when convenient and timely.
- (f) Perform such other, different and further duties as the Executive Committee shall from time to time direct.

Section 9: The Treasurer shall exercise the following powers and perform the following duties:

- (a) Collect and disburse all funds of the Association under the direction of the Executive Committee and issue notices in connection therewith.
- (b) Mail to active members an annual statement of dues owed. Said statement shall include a date by which payment must be received by the Treasurer for a member to remain in good standing.
- (c) Convey to the Secretary, changes in good standing status of active members based upon dues payment status.
- (d) Keep regular accounts which shall be open to inspection of the members of the association at all reasonable times
- (e) Deposit all moneys received by the Association in such accounts and in such banks doing business in the City of Decatur, Illinois, as the Executive Committee shall from time to time direct.
- (f) Present an annual account of his acts and doings at the Annual Meeting of the Association.

- (g) Perform such other, different and further duties as the Executive Committee shall from time to time direct.

Section 10: The Executive Committee shall exercise the following powers and perform the following duties:

- (a) Advise with the officers of the Association and the various committees of the Association in the planning and execution of all Association activities and in the performance of duties of the various officers and committees.
- (b) Formulate and provide for execution of all policies and procedures governing the conduct and operation of the Association from time to time, not otherwise herein provided for.
- (c) Act as ex officio members of all other committees.
- (d) By a majority vote declare offices of the Association vacant to be filled as provided in Section 5 above.
- (e) Convene on the call of the President.
- (f) Convene on the call of any five of its members.
- (g) Upon appropriate action by any five of its members, call a meeting of the Association, giving such notice as is hereinafter provided.
- (h) Prepare and present to the annual meeting of the Association a proposed budget for the ensuing year together with anticipate revenues and the method of raising the same.
- (i) Exercise supervision and direction over all affairs of the Association not otherwise specifically regulated herein.
- (j) Six members shall constitute a quorum for purposes of taking any action provided under these By-Laws. A member's presence may be via telephone, electronic video chat, or other available technology, during a regularly scheduled or special meeting. If a quorum is not present, an e-mail ballot of necessary items to be voted on will be distributed to all members not present for votes to be obtained.

Section 11: No officer, committee member, or other member of the Association shall receive any compensation for serving as such, saving and excepting out-of-pocket expenses.

Section 12: Any member of the Executive Committee who fails to attend three consecutive meetings without reasonable cause shall be deemed to have abandoned his

office and disqualified for same and shall be replaced as provided for in Article III, Section 5.

ARTICLE IV ELECTIONS

Section 1: The President, President Elect, Secretary, Treasurer and Directors to fill directorships as authorized in Article III Sections 4 and 5 above, shall be elected at the Annual Meeting to assume office on July 1 next following and to serve for one year or until their successors are elected and have been duly qualified.

Section 2: A Nominating Committee of no fewer than four nor more than seven members, formed as a Committee under Article VII, shall be composed of no more than three (3) of the most recent past presidents willing to serve, one member of the Executive Committee and such additional members of the Association, preferably fewer than the number of such past presidents so appointed, as the President desires to appoint. The most recent past president serving on the Committee shall be the chairperson thereof. The function of the Nominating Committee shall be to nominate candidates for the offices of President, President Elect, Secretary, Treasurer and Directors. In making such nominations, the Committee shall consider ability and desire to serve, as well as exhibited interest and effectiveness in Association activities. Further, the Committee shall nominate for President a person other than the President Elect only if the latter is unwilling to serve or if the Committee finds a compelling reason why said President Elect should not be nominated for President.

Section 3: The Nominating Committee shall report its recommendations for nomination to the offices of President, President Elect, Secretary, Treasurer and Directors to the Secretary at least 30 days prior to the Annual Meeting who shall in turn transmit such report to all regular members by mail or e-mail at least 14 days prior to such Annual Meeting.

Ten or more voting members of the Association may nominate other candidates to the offices of President, President Elect, Secretary, Treasurer and Director by petitions signed by said ten or more members and filed with the President within seven (7) days after the mailing or e-mailing of the above-mentioned report of the Nominating Committee.

If such a petition is so filed nominating a candidate or candidates, the names in alphabetical order of the competing candidates nominated (a) by petition and (b) by the recommendation of the Nominating Committee shall be submitted by e-mail to the voting members of the Association at least five (5) days prior to the Annual Meeting for voting by ballot thereon. Ballots to be eligible for counting shall be received by the Secretary at least two (2) business days prior to the Annual Meeting. The Secretary shall report the results to the President prior to the Annual Meeting. The candidate receiving a plurality of the votes cast for the contested office shall be declared elected thereto at the Annual Meeting.

If an office is not contested by petition in the method above set forth, the candidate therefore recommended by the Nominating Committee shall be declared elected thereto at the Annual Meeting.

Nominations for any office may only be made in the method prescribed in this section. Nominations from the floor at the Annual Meeting shall not be permitted.

ARTICLE V MEETINGS

Section 1: The annual meeting of this Association shall be at a date and time on the third (3rd) Friday of the month of May unless notice is otherwise given and at least 14 days' notice thereof shall be given.

Section 2: Meetings of this Association may be called from time to time as the Executive Committee may determine, excepting, however, the Executive Committee, for good and sufficient reasons in its own discretion, may recess not more than two such meetings.

Section 3: Special meetings shall be called by the Executive Committee on the application therefore by any 15 members in good standing, and at least 5 days notice thereof shall be given.

Section 4: Notice of the time and place of the annual meeting, and notice of the time, place and business to be transacted in the case of special meetings, shall be delivered personally, or sent by mail or e-mail, to each member at his or her address or email address as shown by the records of this Association. The time of delivery shall be deemed to be the time of the giving of such notice.

Section 5: In the event the purpose of any meeting, other than the annual meeting, is purely social and no business is to be transacted, notice may be dispensed with upon the approval of the Executive Committee.

Section 6: The President, by and with the consent and advice of the Executive Committee, shall prepare an agenda for each of the annual or special meetings, which agenda shall be incorporated in the notice thereof, if required, provided that in no event shall the slate of proposed officers at the annual meeting be omitted.

Section 7: All proceedings of any duly called meeting shall be governed by Robert's Rules of Order.

Section 8: A quorum for the transaction of business at any annual meeting of this Association shall consist of not less than 35 members in good standing. A quorum for the transaction of business at any special meeting of this Association shall consist of not less than 20 members in good standing. A member's presence may be via telephone,

electronic video chat, or other available technology, during a regularly scheduled or special meeting. If a quorum is not present, an e-mail ballot of necessary items to be voted on will be distributed to all members not present for votes to be obtained.

ARTICLE VI ANNUAL DUES

Section 1: Annual dues of active members shall be in such amounts as may be fixed from time to time by a majority vote of the members in good standing present and voting at any annual meeting. Active members may be classified by years since admission in fixing the amount of dues.

Section 2: Honorary members and senior counselors shall incur no dues. Newly admitted members of the Bar shall incur no dues for one year following the date of the original admission.

Section 3: Annual dues shall be payable in advance on the first day of July of each year and are not refundable. A member's initial dues, except new admittees as provided in Section 2 above, shall be prorated to the first day of July next. If any active member shall fail or neglect to pay annual dues within 60 days after the same fall due, the Treasurer shall notify him of such delinquency in writing, and thereafter such member shall have 10 days from the mailing of such notice in which to make remittance. In the event remittance is not made within such period, the Treasurer shall refer such member to the Secretary who shall strike the name of such member from the rolls of this Association, unless otherwise instructed by the Executive Committee as provided in Section 4 below.

Section 4: The Executive Committee shall have the power, upon written application of any member and for cause or on its own motion, to extend the time for dues payments.

Section 5: When any person has ceased to be a member of this Association by reason of non-payment of dues as provided above, he may be reinstated upon application made in writing to the Executive Committee together with the tender of the current year's dues.

ARTICLE VII COMMITTEES AND COMMITTEE SYSTEM

Section 1: The function and operation of this Association shall be carried on through various committees from time to time appointed by the President with the advice and consent of the Executive Committee. Standing committees shall be: Membership, Nominating, Social and Recognitions and Memorials. The President Elect in consultation with the incoming members of the Executive Committee after the annual meeting and before July 1 each year shall consult concerning other committees of the Association which should be created or activated to function from July 1 of that year

through June 30 of the year following. After the committees have been determined, the numbers of members of each committee shall be established and appointments to such committees made as hereinabove provided.

Section 2: The Chairman and each member of a committee shall be deemed to have assumed their respective duties immediately upon the announcement by the President of his committee appointments on or immediately after July 1 each year. The Chairman and members of all committees except the Executive Committee shall be deemed discharged of their duties and responsibilities as of June 30 each year, unless reappointed by the procedure described in Section 1 of this Article.

Section 3: The duties of committees shall be as assigned by the President with the advice and consent of the Executive Committee. From time to time as the requirements of the Association shall dictate, the President may, with the advice and consent of the Executive Committee, appoint a Chairman and members of special committees or special sections of previously appointed committees. At the time of such appointment, the President shall instruct such special committees or special sections with regard to their duties. Upon such duties being accomplished and upon the special committees or sections report being approved by the Executive Committee, such special committee or special section shall be deemed automatically discharged. The tenure of office of special committees or special sections cannot exceed but need not be co-terminus with the tenure of existing committees.

Section 4: A member of the Executive committee shall be liaison for each committee and shall report the progress thereof to the Executive Committee from time to time. In addition, the Chairman of each committee or special sections shall submit an annual report to the President who may, in his discretion, summarize such reports as the annual meeting.

Section 5: All committees shall keep minutes of their proceedings. Each committee may adopt rules of procedure not inconsistent with these By-Laws or the directives of the Executive Committee.

Section 6: A majority of any committee shall constitute a quorum thereof. Vacancies may be filled in the same manner as in the case of original appointment.

Section 7: No committee shall incur any expense except with the express consent of the Executive Committee.

ARTICLE VIII VOTING

Section 1: Only members in good standing of the Association shall propose motions, second motions, or vote on any matter submitted to the membership of the Association.

Section 2: No member shall be empowered to vote on any matter by proxy.

ARTICLE IX PENALTIES

Section 1: Any member may be suspended or expelled for misconduct in matters connected with the Association, or in his personal or professional relations, after conviction thereof by a Committee on Grievances appointed for the purpose of considering his conduct, and the approval of such conviction by the members of this Association at any duly constituted meeting.

Section 2: If any member of this Association is disbarred from practice by the Supreme Court of Illinois, or enjoined from practice before the court of the Sixth Judicial Circuit, such disbarment or injunction shall work automatic forfeiture of membership in this Association. Reinstatement to practice shall not work reinstatement to membership unless by a vote of the membership upon recommendation of a Committee on Admissions appointed for the purpose of considering his status.

ARTICLE X AMENDMENTS TO BY-LAWS

Section 1: These By-Laws may be amended, repealed, altered, or new By-Laws adopted in either of the following manners:

- (a) A written proposal may be filed with the Secretary by any duly constituted committee established to review the By-Laws, or any fifteen active members in good standing, setting forth the amendment, or amendments, signed by the proposers, together with a request that the proposal be submitted to the next duly constituted meeting of the Association. The Secretary shall forthwith submit such proposal to the Executive Committee for its recommendation.
- (b) The Executive Committee may propose an amendment, or amendments, by resolution, and direct that the proposal be submitted to the next duly constituted meeting of the Association.

Section 2: When a proposal has been made as provided in this Article, the call for the next duly constituted meeting shall incorporate a copy of such proposal together with notice that the same will be voted upon. In case of a proposal made under Section 1(a) above, the recommendation of the Executive Committee shall be noted in the call.

Section 3: Any such proposals shall be adopted upon receiving the affirmative vote of 2/3 of the members in good standing present at such meeting.

ADOPTED at the Annual Meeting of said Association held Tuesday, May 3, 1977, and amended from time-to-time, the last such amendment occurring at a Meeting of the Association held Friday, May 18, 2018.