

**BYLAWS
of the
LESBIAN AND GAY BAR ASSOCIATION OF CHICAGO**

**Adopted by Unanimous Resolution of the Board of Directors March 12, 2007
Amended June 1, 2009; July 1, 2009; July 15, 2011, October 3, 2011 and August 6, 2012.**

Article One: Name, Powers, and Purpose

- 1.1 *Name:* These bylaws constitute the code of rules adopted by the Lesbian and Gay Bar Association of Chicago (“the Corporation”) for the regulation and management of its affairs.
- 1.2 *Powers:* The Corporation shall have such power as are now or may be hereafter granted by the Illinois General Not For Profit Corporation Act of 1986, or any successor legislation, except that such powers may be exercised only in furtherance of the purposes of the corporation as set forth in Section 1.3 below.
- 1.3 *Purpose:* The Corporation’s purposes are as follows: (1) to promote the professional development and advancement of gay, bisexual, lesbian, and transgender attorneys – **including practicing lawyers, non-practicing lawyers, judges, law educators, and government officials – and law students;** (2) to provide a supportive environment that encourages the exchange of ideas and information of importance to the gay, bisexual, lesbian, and transgender professional community; and (3) to advance the elimination of discrimination based upon actual or perceived homosexuality, bisexuality, transgender, transsexuality, gender-related identity, race, color, religion, sex, national origin, ancestry, citizenship, age, marital status, disability, or military status in the community at large through educational initiatives, training programs, and collaboration with organizations committed to the same.

Article Two: Offices and Agency

- 2.1 *Offices:* The Corporation shall have and continuously maintain a registered office in the City of Chicago, State of Illinois. The address of the registered office shall be identical to the office of the Registered Agent of the Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the office of the Illinois Secretary of State.
- 2.2 *Registered Agent:* The Registered Agent of the Corporation may be either an individual residing in the State of Illinois or a domestic or foreign corporation authorized to act as such agent. The Corporation shall continuously maintain such an agent in the State of Illinois. A new Registered Agent may be appointed if the office of such agent becomes disqualified or incapacitated to act, or if the corporation, through the Board of Directors, revokes the appointment of such agent by duly adopted resolution. The new appointment shall be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Office of the Illinois Secretary of State. Such registered agent shall be recognized as an agent of the Corporation on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

Article Three – Membership

- 3.1 *Voting Members:* Membership in the Lesbian and Gay Bar Association of Chicago is open to all **practicing lawyers, non-practicing lawyers, judges, law educators, government officials, law students** and other legal professionals who reside, work,

or attend law school in the Chicago area. Each member whose dues are paid for the fiscal year may vote for members of the Board of Directors and may serve as a member of the Board of Directors.

3.2 *Membership levels:* The annual dues for members shall be set at the commencement of each fiscal year by the Board of Directors. Effective January 1, 2008, for the calendar year ending December 31, 2008, regular membership is \$50 per year. The Board of Directors may also set other membership levels, including Sponsoring, Supporting, and Sustaining Member levels, at amounts higher than the regular membership level. Additionally, upon a majority vote of the Board of Directors members, the Board may reduce a membership level for an individual showing a financial need for such waiver or reduction. Such reductions may only be made on an annual basis. However, a reduced membership fee shall always be available for law students. Effective January 1, 2007, for the fiscal calendar ending December 31, 2007, student membership is \$30. Student members' dues are paid once and cover membership through the end of the calendar year in which the student graduates from law school. The Board of Directors will set dues at the commencement of each fiscal year effective for the commencement of the next calendar year.

Article Four – Board of Directors

4.1 *General Powers:* The affairs and activities of the Corporation shall be managed by or under the direction of its Board of Directors.

4.2 *Election:* With the exception of the Law Student Board Members, the members shall elect the members of the Board of Directors every year in May, with a term starting effective with the July board meeting subsequent to an election. Members of the Board of Directors shall serve for two-year terms, and such terms shall be staggered

so that only a subset of the members of the Board of Directors are elected in any given year. Such election may be in person, at a meeting held for such a purpose, or by mail, electronic means, or as the Board of Directors determines to be most efficient. No candidate shall appear on a ballot unless he or she agrees to serve. Each member shall be entitled to cast one (1) vote for each open position for members of the Board of Directors up for election. The number of candidates equivalent to the number of open positions receiving the greatest number of votes in that year's election shall be elected. Elections shall seek gender parity such that members are encouraged to cast votes for male and female candidates at a 5:4 or 4:5 ratio. If gender parity does not exist amongst candidates or members do not cast votes allowing for gender parity, then the gender parity requirement shall be suspended except that, two of the at-large director positions shall remain vacant ("gender parity positions"). The Board may fill the gender parity positions as provided in Section 4.11 herein at such future time that qualified candidates become available. The Board shall appoint Law Student Board Members to serve one-year terms. The Law Student Board Members shall be appointed by a majority of the Board in July, with a term starting effective with the August Board Meeting subsequent to the appointment. Under no circumstances may the number of Law Student Board Members outnumber non-Law Student Board Members on the Board of Directors.

- 4.3 *Number and Tenure:* The number of directors shall be fifteen (15). But in no case shall the number of directors be more than nineteen (19) nor less than fourteen (14). To the greatest extent possible, the members of the Board should consist evenly of female or female-identified members and male or male-identified members, and one

(1) member of either gender. With the exception of Law Student Board Members, each member of the Board of Directors shall hold office for a term of two (2) years or until his or her successor has duly taken office. No member of the Board of Director may serve more than three (3) consecutive two (2) year terms on the Board of Directors without a break in service of at least one election, but there shall be no limit on the aggregate amount of service a member may provide on the Board of Directors. Any member of the Board of Directors having service three (3) consecutive two (2) year terms may be reappointed by the current Board of Directors in accordance with Section 4.11 to fill a vacancy following the election in which such member did not participate. Terms of the members of the Board of Directors shall run parallel to the Corporation's fiscal year, which shall be from July 1 through June 30. Length of terms of the members of the Board of Directors and appointment dates may be staggered by decision of the Board of Directors so that terms of the members of the Board of Directors expire in alternating years. Upon request, the Board of Directors may grant any Director a leave of absence from his or her regular responsibilities for up to twelve (12) months in any two-year term.

4.4 *Meetings:* The Board of Directors shall meet at the call of the President or of a majority of the Board of Directors. The Board of Directors shall meet a minimum of four (4) times each year at a location to be determined by the President or unanimously by the majority members of the Board of Directors who called the meeting. Members of the Board of Directors shall attend at least 75% of all scheduled meetings in person or in accordance with Section 4.8.

4.5 *Special Meetings:* Special meetings of the Board of Directors may be called by the President or by a quorum of members of the Board of Directors as that term is

defined in Section 4.7 of these Bylaws to be held at such time and at such place as shall be designated in the notice of the meetings.

4.6 *Notice and Purpose of Meetings:* Notice of the time and place of any meeting of the Board of Directors shall be given at least two (2) days in advance thereof by written notice delivered to each member of the Board of Directors personally, by regular mail, e-mail, facsimile, telegram, or mailgram to the address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered three days after having been deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram or mailgram, it shall be deemed delivered when the telegram or mailgram is delivered to the telegraph company. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice thereof, except where a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. When, in the opinion of the President, it is necessary to dispense with this notice requirement, the President may call an emergency meeting or poll the members of the Board of Directors by telephone or e-mail. Every effort shall be made to notify each member of the Board of Director in advance of an emergency meeting, and no other business may be transacted at the emergency meeting.

4.7 *Quorum:* A quorum for the transaction of business at any meeting of the Board shall consist of one more than one-half of the members of the Board of Directors then in

office, except that if less than one more than one-half of the directors then in office is present at any such meeting, a majority of the members of the Board of Directors present may adjourn the meeting without further notice.

4.8 *Telephonic Meetings:* For purposes of these bylaws, “attend” or “attendance” means participation in any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating as required by these bylaws.

4.9 *Manner of Acting:* The act of the majority of the members of the Board of Directors present at a meeting at which a quorum (as defined in Section 4.7) is present shall be the act of the Board of Directors. Any action of the Board of Directors may be taken without a meeting if a two-thirds majority consent in writing (setting forth the action so taken) shall be signed by all the directors entitled to vote with respect to the subject matter thereof. An e-mailed consent shall constitute a signed, written consent.

4.10 *Removal and Resignations:* The members may remove any or all members of the Board of Directors, with or without cause, at any general membership meeting called for that purpose. The President shall call such a meeting upon written request of one more than half of the regular membership. Notice of such a meeting shall be made in writing to each regular member at least twenty (20) days before it is to be held, stating the purpose of the meeting and naming the members of the Board of Directors proposed to be removed. No other business shall be transacted at such a meeting. A two-thirds (2/3) vote of those attending the meeting shall be required to

remove a member of the Board of Director. Any member or members of the Board of Director whose removal is sought may defend themselves at that meeting and may vote as regular members.

- 4.11 *Vacancies:* Any vacancy occurring on the Board of Directors due to an increase in the number of members of the Board of Directors shall be filled by the majority vote of the Board of Directors, with appointed candidates subject to election at the end of the term of the person they are replacing, by the terms set forth in Section 4.2. A member of the Board of Directors elected to fill a vacancy shall due to a previously filled position shall be elected for the unexpired term of his or her predecessor in office. Should the entire Board of Directors be removed by the regular membership pursuant to Section 4.10 above, the regular members shall immediately elect a new Board of Directors, whose membership shall comply with Section 4.2.
- 4.12 *Procedure:* The Board of Directors may adopt its own rules of procedure and the President shall carry out and be the arbiter of such rules enforce, such rules shall not be inconsistent with these bylaws.
- 4.13 *Unexcused Absences:* Any member of the Board of Director having three (3) unexcused absences in a year will be removed from the Board of Directors at the discretion of the President or a two-thirds (2/3) majority vote of the Board of Directors. Validation of excused absences will be determined by the President and incorporated in the minutes of the meeting. Failure to communicate an absence to the President or another Board member who will be in attendance before a meeting automatically counts as an unexcused absence, where possible.
- 4.14 *Conflicts of Interest:* Pursuant to applicable law, the Corporation shall not be a party to a transaction in which one or more of its members of its Board of Directors has a

material financial interest (“Interested Director”) unless, prior to entering into such transaction, after full disclosure to the Board of Directors of all material facts as to the proposed transaction and investigation of alternative arrangements, if any, the Board of Directors in good faith and by a majority vote of the members of the Board of Directors (without including the Interested Director) resolves and finds that: (a) the transaction is in the Corporation’s best interest and for the Corporation’s own benefit, and (b) the transaction is fair and reasonable; and subsequently approves the transaction. If it is not reasonably practicable to obtain prior approval for such a transaction, but the transaction is otherwise approved by a committee or other authorized agent in a manner consistent with procedure, then the Board of Directors may make such a good-faith determination and ratification of the transaction at its next regularly-scheduled meeting.

4.15 *Student Board Members.* The Board of Directors may, at the start of the Corporation’s fiscal year, appoint at least one (1) but not more than six (6) Student Board Members to serve on an ad-hoc basis for a term of one (1) year. Student Board Members shall be enrolled, either full-time or part-time, at any of the six Chicago law schools, including The John Marshall Law School, DePaul University, Loyola University, Northwestern University, Chicago-Kent College of Law, and the University of Chicago. Student Board Members must remain enrolled at any of the six Chicago law schools for the duration of the academic year during which their appointment is effective, and must be current Members of the Corporation. Student Board Members shall not have any voting rights, but shall be permitted to participate in all Board of Directors meetings unless such right is otherwise suspended by a vote of a

majority of regular Board Members, or unless the Board of Directors enters into executive session.

Article Five – Committees

5.1 *Committees and Advisory Bodies:* The President and/or the Board of Directors may from time to time establish one or more committees. Any member in good standing may chair or serve on any committee with the chairs being appointed by the President in his/her discretion. Each committee reports to and serves at the will of the Board of Directors. Each committee shall consist of all members who express an interest in serving. All committee members must be dues-paying members in good standing at all times. Each committee shall have a liaison to the Board of Directors and that liaison shall report to the Board of Directors at each regularly-scheduled meeting or as requested by the President. Each committee may establish its own operating procedures provided said procedures are not inconsistent with these bylaws or the procedures of the Corporation. In the event the President or Board of Directors creates a new committee, the President shall appoint a chair from among the membership and notify all members that they may serve on or chair the committee. It shall be the responsibility of the chair to schedule an initial meeting of the committee, and such other meeting as may be. Each committee chair or shall notify each member who has expressed an interest in committee membership in advance of each committee meeting.

5.2 *Vacancies:* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

- 5.3 *Quorum:* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 5.4 *Procedures:* Each committee may adopt its own rules of procedure and the chair shall carry out, enforce and be the arbiter of such rules. Such rules shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors.
- 5.5 *Standing Committees*
- 5.5(a) Law School Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(b) Women's Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(c) Membership/Development Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(d) Communications/Newsletter Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(e) Programming/Events/Special Programs Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(f) Community Outreach Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(g) Judicial Evaluation Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.

- 5.5(h) Nominating Committee. This committee will be responsible for facilitating annual Board of Director elections. Each chair shall be responsible for:
- (a) mission; (b) goals and objectives; and (c) budget.

Article Six – Officers

- 6.1 *Roster of Officers:* The officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. The Board of Directors may elect such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two or more offices, except the offices of President and Secretary.
- 6.2 *Election and Term of Office:* The officers of the Corporation shall be elected each year by the Board of Directors at the July Meeting (in accordance with these bylaws, and after election of new Board of Directors) or on such later date thereafter as may be determined by the President. Each such officer shall hold office until his or her successor shall have been elected by the Board of Directors, or until his or her earlier resignation or removal.
- 6.3 *Removal and Resignations:* Any officer elected by the Board of Directors may be removed by two-thirds majority of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any officer may resign at any time by giving written notice to the President or Secretary.
- 6.4 *President.* The President shall have the duty to preside over all meetings of the Board of Directors, and to have general supervision of the affairs of the Corporation. He or she shall coordinate the Corporation's activities and coordinate fundraising activities. He or she shall execute all contracts, deeds, conveyances, and other

instruments that may be required or authorized by the Board for the proper and necessary transaction of the business of the Corporation, and shall exercise such other powers as may be designated. He or she is responsible for ensuring the Corporation maintains good standing with the State of Illinois and that all requisite governmental documents are filed by the Corporation in a timely fashion.

6.5 *Vice President* – The Vice President shall assist the President with his or her duties as needed, including presiding at all meetings of the Board of Directors in the President’s absence, and will also coordinate committee activities.

6.6 *Treasurer*. The Treasurer shall be the principal accounting and financial officer of the Corporation, and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors, including but not limited to: maintaining the books and records of the Corporation in accordance with generally accepted accounting procedures; depositing all funds in the name of the Corporation in such depositories as shall be approved by the Board of Directors; disbursing funds upon authorization of the Board, making regular reports to the Board of Directors regarding the financial status of the Corporation, and preparing an annual budget for review and approval of the Board of Directors.

6.7 *Secretary*. The Secretary shall keep the minutes of the meetings of the Board of Directors and distribute minutes of the previous Board meetings at each meeting; shall assure that all notices are given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the Corporation’s records; shall certify the authenticity of copies of the bylaws, resolutions of the Board of Directors and committees thereof, and all other documents of the Corporation; shall coordinate preparation and distribution of the Corporation newsletter, and shall in

general perform all duties incident to the office of corporate secretary and such other duties as may from time to time be assigned by the President or by the Board of Directors.

- 6.8 *Vacancies:* Any vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by action of the Board of Directors.

Article Seven – Contracts, Loans, Checks, Deposits and Gifts

- 7.1 *Contracts:* The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or sign any instrument in the name of the Corporation, and such authority may be general or confined to specific instances.
- 7.2 *Borrowing:* No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued unless such loan or evidence is authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 7.3 *Checks and Drafts:* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Corporation) shall be signed by such officers or agents of the Corporation as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.
- 7.4 *Deposits:* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.5 *Gifts:* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article Eight – Miscellaneous

8.1 *Books and Minutes:* The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors.

8.2 *Fiscal Year:* The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

8.3 *Membership Year:* The membership year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

8.4 *Waiver of Notice:* Whenever any notice whatsoever is required to be given under the provisions of the General Not for Profit Corporations Act of Illinois 1986, or any successor thereto, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the 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 to the holding of the meeting because proper notice was not given.

8.5 *Indemnification of Directors, Officers, Employees and Agents:* The Corporation shall indemnify all of its present and former directors, officers, employees and agents to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois 1986, or any successor thereto, the relevant indemnification provisions of

which act are hereby incorporated herein by reference. The Corporation shall also cause to be purchased insurance for such indemnification of its officers and directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

8.6 *Use of Name:* No member of the Corporation shall use the name of the Corporation for the endorsement or sponsorship of any individual, issue, event or organization, without the express approval of the Board of Directors. No member of the Board of Directors shall use the name of the Corporation and/or their designation as a member of the Board of Directors in any manner that has not previously been approved by the Board of Directors. No member of the Corporation and/or the Board of Directors shall use any designation other than said membership at any Corporation-sponsored event.

8.7 *Confidentiality of Corporation Membership List:* Membership of the Corporation and information thereabout shall be kept in strict confidentiality and shall not be loaned, sold, traded or otherwise made available to any organization or individual for any purpose.

8.8 *Contact by Organization With Related Purposes:* Should an organization with related purposes wish to contact Corporation members, the Board of Directors may accept the materials to be mailed by the Corporation at no cost to the Corporation. The Board of Directors, in its discretion, may bill the organization for all costs in advance. The President shall have the final determination whether to contact the Corporation members with information from or regarding another organization.

8.9 *Confidentiality:* All mailings from the Corporation to members shall be to the member's home address unless directed otherwise by the member.

- 8.10 *Community Support:* The Corporation shall use reasonable efforts to purchase goods and services from businesses owned by gay, bisexual, lesbian and transgender individuals and organizations or individuals or businesses supportive of the gay, bisexual, lesbian, and transgender community where appropriate.
- 8.11 *In Event of Dissolution:* No member of the Corporation, member of the Board of Directors, officer, employee, or any other individual, shall receive at any time any of the net earnings or profits from the Corporation. No such person or persons shall be entitled to share in the distribution of any assets upon the dissolution of the Corporation. All members shall be deemed to have expressly agreed that upon dissolution or winding up the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors may determine (or as determined by a court of competent jurisdiction upon application by the Board of Directors) exclusively to charitable, scientific, literary or educational organizations which have a similar or related purpose as this Corporation, and which then qualify under the provision of §501 of the Internal Revenue Code and its regulations as amended.

Article Nine – Amendments to Bylaws

- 9.1 *Alteration of Bylaws:* These bylaws may be altered, amended or repealed and new bylaws may be adopted by a 2/3 majority of the members of the Board of Directors at any Regular Meeting. Proposed changes may be submitted for consideration in writing at any regular meeting, and a vote on any such proposals will be held at the next meeting. Any member may propose a change in the bylaws to the Board of

Directors. If the Board of Directors fails to make such a change, the member may present a petition containing the signatures of at least 25% of the members eligible to vote to the President. This petition must contain the language of the proposed amendment. Upon receipt of such a petition, the President may either call a special meeting of the membership or conduct such special vote by ballot through the mail, unless a regular meeting is already scheduled for more than twenty (20) days but less than sixty (60) days hence. Notice of the special meeting (or of the regular meeting if a proposed bylaw amendment will be voted on) shall be mailed or emailed to each member at least twenty (20) days before the meeting and shall contain the text of the proposed change and of the existing bylaw. Approved changes to the bylaws should be published in the Corporation's Newsletter in the first edition after the meeting of the Board of Directors where the change is made.

Article Ten – Certification

10.0 *Certification:* This is to certify that the foregoing is a true and correct copy of the Bylaws of the Lesbian and Gay Bar Association of Chicago, originally approved by the Board of Directors of said Corporation on March 12, 2007, and incorporating amendments duly adopted by the Board of Directors on the date set forth below.