

**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; August 6, 2012; May
5, 2014; December 7, 2015; and September 18, 2017.**

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, an Illinois not-for-profit corporation (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 legal professionals, **including practicing lawyers, non-practicing lawyers, judges, law educators, 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 (the “Board”) 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, revokes the appointment of such agent by duly adopted resolution. The new appointment shall be made by duly adopted resolution of the Board 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 – Members

- 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 Midwest. Each member (“Member,” and collectively “Members”) who pays his or her membership dues for the Fiscal Year is in good

standing with the Corporation. Only Members who are in good standing may vote to elect or remove a Director in accordance with Sections 3.3, 3.4 and 3.9, unless two-thirds (2/3) of the Board waives the good standing requirement. With the exception of law student members, and except as provided in Section 4.15 below, each Member whose dues are paid for the Membership Year (as hereinafter defined) is eligible to serve as a director on the Board (“Director”).

3.2 *Membership levels:* The annual dues for Members shall be set at the commencement of each Fiscal Year (as hereinafter defined) by the Board. Effective July 1, 2016, for the Fiscal Year ending June 30, 2017, regular membership is \$50 per year. The Board may also set dues for other membership levels, including Student, Newly Admitted Attorney, and Sustaining Member levels, at amounts higher or lower than the regular membership level. Additionally, upon a majority vote of the Board, the Board may waive or reduce dues 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 July 1, 2016, for the Fiscal Year ending June 30, 2017, 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; however, upon graduation, the student member shall be considered a regular Member for the purposes of Section 4.2. The Board will set dues at the commencement of each Fiscal Year effective for the commencement of the next calendar year.

3.3 *Annual Meeting of Members:* Members – with the exception of the Law Student Board Members as described in Section 4.15 below – shall meet every year in May or June to elect Directors in accordance with election procedures in Section 4.2.

- 3.4 *Special Meeting:* Members may remove any Director or the entire Board, with or without cause, at any special meeting called for that purpose.
- 3.5 *Notice and Purpose of Special Meetings:* The President shall call a special meeting upon written request of one more than half of the regular Members. Notice of such a meeting shall be made in writing, by regular mail or e-mail, to each regular Member at least twenty (20) days before it is to be held, stating the purpose of the meeting and naming the Director(s) proposed to be removed. No other business shall be transacted at such a meeting.
- 3.6 *Quorum:* A quorum for the transaction of business at any meeting of the Members shall consist of one more than one-half of the Members in good standing, unless two-thirds (2/3) of the Board waives the good standing requirement. If less than a quorum of the Members in good standing are present at any such meeting, a majority of the Members may adjourn the meeting to a later date and time without further notice. Then, the Members in good standing present, on such adjourned date, shall constitute a quorum for the purpose of conducting business.
- 3.7 *Telephonic Meetings:* For purposes of these bylaws, “attend” or “attendance” means participation in any meeting of Members 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.
- 3.8 *Manner of Acting:* The act of the majority of Members in good standing present at a meeting at which a quorum (as defined in Section 3.7) is present shall be the act of the Members. Any action of the Members may be taken without a meeting if a two-thirds

(2/3) majority of Members in good standing sign a written consent setting forth the action so taken. An e-mailed consent shall constitute a signed, written consent.

- 3.9 *Removal:* A two-thirds (2/3) vote of Members in good standing who attend the special meeting shall be required to remove a Director. Any Director whose removal is sought may defend themselves at that meeting and may vote as a regular Member.

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.

- 4.2 *Election:* The Members shall elect the Board – with the exception of the Law Student Board Members as described in Section 4.15 below – every year in May or June, with a term starting effective with the July Board meeting subsequent to an election. Directors shall serve for two-year terms, and such terms shall be staggered so that only a subset of the Board is 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 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 on the Board up for election; provided, however, that no Member may cast more than one vote for any single candidate. 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. The Corporation aspires for elections to seek gender parity and be inclusive of gender non-conforming individuals. Elections shall be governed by processes and procedures consistent with this Section 4.2 as determined by the Nominating Committee at its discretion. The Board may, from time to time, request a review of such processes and procedures, as well as any election results, by

- submitting a written request to the Chairperson of the Nominations Committee at least fifteen (15) days prior to the next regularly scheduled meeting of the Board.
- 4.3 *Number and Tenure:* The number of Directors shall be set by the Board from time to time but shall be no more than twenty-five (25) and no less than eleven (11). The Corporation aspires to have a Board consisting of female or female-identified Members, male or male-identified Members and gender non-conforming Members. With the exception of Law Student Board Members, each Director shall hold office for a term of two (2) years or until his or her successor has duly taken office. Terms of each Director shall run parallel to the Corporation's Fiscal Year, which shall be from July 1 through June 30. Length of terms of Directors and appointment dates may be staggered by decision of the Board so that terms of Directors expire in alternating years. Upon request, the Board 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 shall meet at the call of the President or of a majority of the Board. The Board shall meet a minimum of four (4) times each year at a location to be determined by the President or unanimously by the majority of the Board who called the meeting. The Board shall attend at least three-fourths (3/4) of all scheduled meetings in person or in accordance with Section 4.8.
- 4.5 *Special Meetings:* Special meetings of the Board may be called by the President or by a quorum of the Board as that term is described 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 shall be given at least two (2) days in advance thereof by written notice delivered to each Director personally, by regular mail or e-mail 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. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where a Director 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 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 Board by telephone or e-mail. Every effort shall be made to notify each 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 Board. If less than a quorum of the Board is present at any such meeting, a majority of the Board may adjourn the meeting to a later date and time without further notice. Then, the Directors present, on such adjourned date, shall constitute a quorum for the purpose of conducting business.
- 4.8 *Telephonic Meetings.* For purposes of these bylaws, “attend” or “attendance” means participation in any meeting of the Board 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 Board present at a meeting at which a quorum (as described in Section 4.7) is present shall be the act of the Board. Any action of the Board may be taken without a meeting if a two-thirds (2/3) majority of the Board sign a written consent setting forth the action so taken. An e-mailed consent shall constitute a signed, written consent.
- 4.11 *Vacancies:* Any vacancy occurring on the Board due to an increase in the number of Directors or the resignation of a Director shall be filled by the majority vote of the Board, 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 Director elected by the Board to fill a vacancy to a previously filled position shall be elected for the unexpired term of his or her predecessor in office. Should the entire Board be removed by the regular membership pursuant to Sections 3.3, 3.4 and 3.9 above, the regular Members shall immediately elect a new Board, whose membership shall comply with Section 4.2.
- 4.12 *Procedure:* The Board may adopt its own rules of procedure, and the President shall carry out and be the arbiter of such rules. Such rules shall not be inconsistent with these bylaws.
- 4.13 *Unexcused Absences:* Any Director having three (3) unexcused absences in a year will be removed from the Board at the discretion of the President or a two-thirds (2/3) majority vote of the Board. 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 Director 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 Directors has a material financial interest (“Interested Director”) unless, prior to entering into such transaction, after full disclosure to the Board of all material facts as to the proposed transaction and investigation of alternative arrangements, if any, the Board in good faith and by a majority vote of the Board (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 may make such a good-faith determination and ratification of the transaction at its next regularly-scheduled meeting.
- 4.15 *Law Student Board Members.* The Board may, at the start of the Corporation’s Fiscal Year, appoint at least one (1) but not more than six (6) students to serve on the Board on an ad-hoc basis for a term of one (1) year (“Law Student Board Members”). Law 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. Law 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. Law Student Board Members shall not have any voting rights in matters decided by vote of the Board, but shall be permitted to participate in all Board meetings unless such right

is otherwise suspended by a vote of a majority of Members, or unless the Board enters into executive session.

- 4.16 *Alteration of Bylaws by Directors:* These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the Board 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. Approved changes to the Bylaws should be published on the Corporation's website within 14 days of the meeting of the Board approving the changes.
- Approved changes to the Bylaws may also be sent to members by email.

Article Five – Committees

- 5.1 *Committees and Advisory Bodies:* The President and/or the Board may from time to time establish one or more committees. Each Director must serve on at least one committee, and each committee must include at least one (1) Director. Any Member in good standing may chair or serve on any committee with the chairs being appointed by the President in his/her discretion; provided, however, no Member or Director who is currently running as a judge in any jurisdiction or is a candidate for a judicial seat in any jurisdiction shall serve in any capacity on the Judicial Evaluation Committee. Each committee reports to and serves at the will of the Board. 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 and that liaison shall report to the Board 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 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 necessary or desired. 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 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 other rules adopted by the Board.

5.5 *Standing Committees*

5.5(a) Law School/Mentorship Committee. Each chair shall be responsible for:

(a) mission; (b) goals and objectives; and (c) budget.

5.5(b) Diversity 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 Committee. Each chair shall be responsible for: (a) mission; (b) goals and objectives; and (c) budget.
- 5.5(e) Programming/Events 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 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 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. The same person may hold any two or more offices, except the offices of President and Secretary. Only Directors are entitled to serve as officers.
- 6.2 *Election and Term of Office:* The officers of the Corporation shall be elected each year by the Board at the July meeting (in accordance with these Bylaws, and after election of new 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, or until his or her earlier resignation or removal.
- 6.3 *Removal and Resignations:* Any officer elected by the Board may be removed by a two-thirds (2/3) majority of the Board 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, 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 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, provided that nothing in this Section shall limit the power of other officers or agents to enter into any contract or sign any instrument as provided in Section 7.1 herein, 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 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, 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; disbursing funds upon authorization of the Board; making regular reports to the Board regarding the financial status of the Corporation; and preparing an annual budget for review and approval of the Board.

- 6.7 *Secretary:* The Secretary shall keep the minutes of the meetings of the Board of 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 and committees thereof, and all other documents of the Corporation; 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.
- 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.

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

- 7.1 *Contracts:* The Board 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. 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. 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 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.
- 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 (the “Fiscal 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 (the “Membership 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 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. No Director shall use the name of the Corporation and/or his or her designation as a Director in any manner that has not previously been approved by the Board. No Member of the Corporation and/or Director 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. Only officers and the Membership Committee may access the membership list. For the avoidance of doubt, the Corporation's membership list shall never be provided to any political candidate or organization.

8.8 *Contact by Organization With Related Purposes.* Should an organization with related purposes wish to contact the Members, the Board may accept the materials to be mailed by the Corporation at no cost to the Corporation, provided, however, such organization is not engaged in political activity. The Board, in its discretion, may bill the organization for all costs in advance. The President, with the consultation of the

- officers, shall have the final determination whether to contact the 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, Director, 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 may determine (or as determined by a court of competent jurisdiction upon application by the Board) 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 – Certification

- 9.0 *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 said Corporation on March 12, 2007, and incorporating amendments duly adopted by the Board on the dates as set forth above.