
THE LAWYERS CLUB OF CHICAGO

BY-LAWS



**BY-LAWS OF
THE LAWYERS CLUB OF CHICAGO
an Illinois Not-for-Profit Corporation**

**I
NAME**

The name of this not-for-profit corporation is THE LAWYERS CLUB OF CHICAGO. It is the resultant organization from the merger of THE LAW CLUB OF THE CITY OF CHICAGO, founded in 1883, and the LEGAL CLUB OF CHICAGO, founded in 1895.

**II
PURPOSES**

The purposes for which the Club is organized are:

1. To advance the condition of the law and the interests of its practitioners in the Chicago metropolitan area through social interaction and tolerant discussion of questions of law and practice.
2. To promote reforms in the law, facilitate the administration of justice, elevate the standard of integrity, honor and courtesy in the legal profession and cherish the spirit of camaraderie among the members thereof.

**III
MEMBERS**

Integration of the Law Club and Legal Club Membership. As of the effective date of the merger of the Law Club of Chicago and the Legal Club of Chicago, the members of the Club shall be all of the persons who were members of either club on the date immediately preceding the effective date of the merger.

Procedures for Elections. Lawyers who are engaged in active practice in the Chicago metropolitan area and are in good standing may be admitted to membership in the Club. Nominations for membership shall be made in writing to the Board of Directors under such regulations as the Board of Directors may from time to time prescribe. A nominee shall be elected a member of the Club by the unanimous vote of the directors (not less than five) present at a meeting of the Board of Directors. At the discretion of any officer of the Board of Directors, any meeting to vote on a nominee for membership may be held other than in person.

Classes of Membership. The membership of the Club shall be divided into four classes:

- (a) Active members
- (b) Honorary members
- (c) Non-resident members
- (d) Senior members

Active Members. Any person regularly elected to membership in the Club shall thereupon be an Active member. The number of Active members shall be determined by the Board of Directors.

Active members of the Legal Club on the date preceding the effective date of the merger of the two clubs and Active, Privileged, or Special members of the Law Club on that date shall be Active members of the Club.

Honorary Members. Any Honorary member of the Legal Club or the Law Club on the date preceding the effective date of the merger of the two clubs shall be an Honorary member of the Club. The Board of Directors may by the unanimous vote of its members (not less than five) present at any meeting elect any lawyer whose standing in the profession is preeminent, or who is distinguished in judicial or other public service, an Honorary member of the Club.

Non-Resident Members. In case any Active member shall transfer domicile to a place more than one hundred miles from the corner of State Street and Madison Avenue in the City of Chicago, such member may, by the action of the Board of Directors, be made a Non-resident member of the Club. Upon such Non-resident member's return within said hundred-mile limit, such member shall be reinstated as an Active member. Non-resident members of the Law Club or Legal Club on the date preceding the effective date of the merger of the two clubs shall be Non-resident members of the Club.

Senior Members. Whenever any Active or Non-resident member of the Club has attained the age of seventy-five years or has been admitted to the practice of law for a period in excess of forty-five years such member shall automatically become a Senior member. Senior members of the Legal Club (those exempt from dues under Article VII, paragraph 3 of the Legal Club's By-laws) and the Law Club on the date immediately preceding the date of the merger of the two clubs and Life members of the Law Club on that date shall be Senior members of the Club.

IV OFFICERS AND DIRECTORS

Number of Directors. In the year 1999-2000, the Board of Directors shall consist of sixteen directors. Thereafter, the Board of Directors shall consist of eight directors.

Officers and Directors. Except as set forth in the next succeeding section, "Transition," the officers and directors of the Club shall be as follows: The officers shall consist of a President, Vice President and a Secretary-Treasurer. They shall be elected at the annual meeting of the Club for the term of one year. Such officers, and the President of the Club for the immediately preceding year, with four other members of the Club, to be elected as hereinafter provided, shall constitute the Board of Directors of the Club. Two of such four other members of the Board of Directors shall be elected for a two-year term at the annual meeting of members to be held each year.

Transition. In the year 1999-2000: the President of the Legal Club for 1999-2000 shall be President of the Club and a Director; the Secretary-Treasurer of the Law Club for 1999-2000 shall be Secretary-Treasurer of the Club and a Director; the President of the Law Club for 1999-2000 shall be Vice-President of the Club and a Director; three Directors shall be the Vice Presidents of the Law Club and the Legal Club for 1999-2000 and the Secretary-Treasurer of the Legal Club for 1999-2000; four Directors shall be the four non-officer Directors of the Law Club for the year 1999-2000; four Directors shall be the four non-officer members of the Legal Club Executive Committee for the year 1999-2000; and two Directors shall be the Legal Club and

Law Club Presidents for the year 1998-1999. At the annual meeting in 2000 two members of the Club shall be elected to serve two year terms as non-officer Directors; the other two non-officer Directors shall be the two non-officer Directors who were originally elected by the members of the Law Club to serve through the Law Club's year 2000-2001 and shall serve one year terms.

Management. The management and control of the Club's affairs and its entertainments shall be vested in the Board of Directors.

President's Duties. The President, and in the President's absence the Vice-President, shall preside at all meetings of the Club and of the Board of Directors. The President shall have day to day authority and responsibility to manage the Club and shall oversee the process for nomination and election of officers and directors.

Secretary-Treasurer's Duties. The Secretary-Treasurer shall keep a roll of the members, shall give notice of all meetings and of all elections of the Club and of the Board of Directors, and shall keep minutes of such meetings. The Secretary-Treasurer shall notify persons elected to membership of their election, and shall conduct the correspondence and keep the records of the Club. The Secretary-Treasurer shall collect and disburse all funds of the Club, as directed by the Board of Directors, shall keep the accounts of the Club, and shall report thereon whenever requested by the Board of Directors.

Board Meetings. A meeting of the Board of Directors may be called at any time by the President or Secretary. A majority of its members shall constitute a quorum of the Board.

Terms. All officers and all members of the Board of Directors shall enter upon their duties immediately upon their election or appointment, and shall hold office until the next annual meeting and until their successors are chosen and have agreed to serve.

Vacancies. All vacancies in office and in the Board of Directors shall be filled by appointment of the Board of Directors.

V FEES AND DUES

Initiation Fees and Dues. An initiation fee to be paid upon the admission of an Active member and the annual dues of Active and Non-resident members shall be fixed from time to time by the Board of Directors. Honorary and Senior members shall be exempt from the payment of initiation fees and annual dues.

Expenses. The expenses of the meetings shall be paid by the members participating or notifying the Secretary-Treasurer that they intend to participate, including Honorary and Senior members, to the extent determined in accordance with instructions of the Board of Directors.

VI MEETINGS

Meeting. The fiscal year of the Club shall be July 1 to June 30. The Club shall meet annually in May or June of each year after ten days notice in writing on such dates as the Board of Directors

determines. Dates, times and places of all other meetings shall be fixed by the Board of Directors.

Guests. Subject to regulation by the Board of Directors, any member may invite friends to attend a meeting of the Club in company with the member.

Quorum. Ten members shall constitute a quorum at any meeting of the Club.

VII EXPULSION

Disgrace. Whenever, in the judgment of a two-thirds majority of the members of the Board of Directors, any member shall be deemed to be in disgrace, or it shall be held that such member's further continued membership would disgrace the Club, the member's membership shall be terminated. Such member shall be given at least one week written notice of the meeting of the Board to consider the member's intended termination and an opportunity to appear and be heard in defense at that meeting before final action is taken.

Delinquencies. The Board of Directors is authorized in its discretion to suspend or expel any member who shall be delinquent in the payment of dues, or indebted to the Club for any amount. Written notice of such delinquency or indebtedness must have been delivered or mailed to such member by the Secretary-Treasurer of the Club at least thirty days prior to such suspension or expulsion.

VIII AMENDMENTS

These By-laws may be altered, amended or revised by a two-thirds vote of the members present at any meeting if notice of the proposed action is given at a previous meeting and also in the notice of the meeting at which such vote is taken.