

**Amended By-Laws  
of  
The Catholic Lawyers Guild of Chicago**  
(As Amended May 20, 2020)

**ARTICLE I**

Purpose

The Catholic Lawyers Guild of Chicago is an association of Catholic lawyers officially recognized by the Archdiocese of Chicago. It exists to support Catholic lawyers in applying their faith to the challenges of professional and personal life. It seeks to promote the highest ethical standards in the practice of the law and to encourage service to society.

**ARTICLE II**

Offices

The Guild shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within the State of Illinois as the Board of Governors may from time to time determine.

**ARTICLE III**

Members

**SECTION 1. CLASSES OF MEMBERS.** The Guild shall have two (2) classes of members: Regular Members and Adjunct Members.

The qualifications for regular membership shall be as follows:

Catholic members of the legal profession, civil or canonical, who shall apply for, and be admitted to, regular membership in this Guild in accordance with these By-Laws, and shall regularly pay their dues, as prescribed by the Board of Governors.

The qualifications for adjunct membership shall be as follows:

Law students, non-Catholic lawyers, paralegals and other professional employees of law firms may be admitted to adjunct membership in this Guild in accordance with these By-Laws, and shall regularly pay their dues, as prescribed by the Board of Governors.

**SECTION 2. ADMISSION OF MEMBERS.** Applicants for membership shall be admitted upon acceptance of their application by the President and the payment of the current dues.

**SECTION 3. VOTING RIGHTS.** Each regular member shall be entitled to vote on each matter submitted to a vote of the members.

**SECTION 4. RESIGNATION.** Any member may resign by filing a written resignation with the Secretary.

**SECTION 5. TERMINATION OF MEMBERSHIP.** The Board of Governors, by the vote of a majority consisting of no less than sixteen (16) of the members of the Board present at any regularly constituted meeting of the Board, may suspend or remove a member for cause after an appropriate hearing.

**SECTION 6. REINSTATEMENT.** A member who was removed for cause and who in writing requests reinstatement may be reinstated by a majority consisting of no less than sixteen (16) members of the Board present at any regularly constituted meeting of the Board.

## **ARTICLE IV**

### **Meetings of Members**

**SECTION 1. ANNUAL MEETING.** An annual meeting of the members will be held each year for the purpose of electing officers and governors and for the transaction of such other business as may come before the meeting.

**SECTION 2. NOMINATIONS.** Not less than 30 days prior to the date of each annual meeting of members, the President shall appoint a Nominating Committee consisting of five members of the Guild. Except as provided in Section 2 of Article VII, the Nominating Committee shall select a nominee for each office and nominees for the Board of Governors. The list of nominees for each office that is subject to election and for the Board of Governors shall be submitted to the membership at the annual meeting. This list shall also be included in the notice for the call of the annual meeting, which notice shall be delivered, either by personal delivery, United States mail, facsimile or electronic mail, to the members at least 20 days prior to the meeting.

Any number of members not less than ten (10) entitled to vote and in good standing may nominate other candidates for any office that is subject to election, which shall not include the office of President or First Vice President, to the extent the First Vice President or the Second Vice President, respectively, is to automatically succeed to such office, or for the Board of Governors. Said nominations shall be in writing or authenticated in a record and signed by the nominators and shall be filed with the Secretary of the Guild not less than five days prior to the date of the annual meeting.

When any nominations are filed with the Secretary in accordance with the provisions of

this Article, the Secretary will forthwith present said list of nominees to the meeting of members immediately after the slate of candidates of the Nominating Committee has been submitted at the meeting.

No nominations shall be made of any officer or member of the Board of Governors in any other manner than as herein set forth.

SECTION 3. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Governors, or by a petition of not less than thirty (30) of the members having voting rights, addressed to the Secretary or the President, for the call of such a meeting.

SECTION 4. MANNER OF ACTING AT MEETINGS. A member may be present, participate in and vote at a meeting either by being present in person or through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, 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.

SECTION 5. PLACE OF MEETING. The Board of Governors may designate any place within the State of Illinois as the place of the meeting for any annual meeting or for any special meeting called by the Board of Governors unless the meeting is to be conducted solely by use of a conference telephone or interactive technology in which event the notice shall so indicate.

SECTION 6. NOTICE OF MEETINGS. A notice stating the time and place of any meeting of members shall be delivered, either by personal delivery, United States mail, telecopy or electronic mail, to members not less than ten (10) nor more than thirty (30) days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice.

If transmitted by the United States mail, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the members at their address as it appears on the records of the Guild, with postage thereon prepaid. If notice is given by telecopy, such notice shall be deemed to be delivered when the telecopy is sent. If delivered by electronic mail, the notice of mailing shall be deemed delivered when transmitted electronically to the member at the electronic address as it appears on the records of the Guild.

SECTION 7. QUORUM. Fifteen (15) members represented in person shall constitute a quorum for a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 8. BALLOT. Whenever members of the Board of Governors or officers of the Guild are to be elected, such elections may be conducted by United States mail, telecopy or electronic mail, as prescribed by the Board of Governors.

## **ARTICLE V**

### Board of Governors

SECTION 1. GENERAL POWERS. The affairs of the Guild shall be managed by its Board of Governors.

SECTION 2. TENURE, NUMBER AND QUALIFICATIONS. The number of elected governors shall be fixed by the Board of Governors from time to time but shall not exceed sixty (60). The Board of Governors shall be elected from the Regular Members of the Guild. The term of each elected governor shall be three (3) years and the terms shall be staggered so that one-third shall be elected at each annual meeting of the members. Each elected governor shall hold office until the earlier of (i) expiration of his or her term and until his or her successor shall have been elected and qualified, or (ii) the commencement of his or her term as an officer of the Guild. The President, the Vice Presidents, the Secretary, the Treasurer, and the Chaplains shall be ex-officio members of the Board of Governors entitled to the same rights and privileges as elected members of the Board. The term of each ex officio member of the Board of Governors shall be co-terminous with his or her term as an officer except, in the case of the President, whose term as an ex officio member of the Board of Governors shall extend one year beyond the expiration of his or her term as President of the Guild.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Governors shall be held at the time and place determined by the Board of Governors.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Governors may be called by or at the request of the President or any ten (10) governors.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Governors shall be given by the United States mail, telecopy, or electronic means, at least ten (10) days prior to thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telecopy, such notice shall be deemed to be delivered when the telecopy is sent. If delivered by electronic mail, the notice of mailing shall be deemed delivered when transmitted electronically to the member at the electronic address as it appears on the records of the Guild. Any governor may waive notice of any meeting.

SECTION 6. QUORUM. One-third of the members of the Board of Governors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the governors present may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING AT MEETINGS. The act of a majority of the governors present at a meeting with a quorum present shall be an act of the Board of Governors. A member may be present, participate in and vote at a regular or special meeting of the Board of Governors of the Guild through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation

in such regular or special meeting shall constitute attendance and presence in person at the regular or special meeting of the person or persons so participating.

**SECTION 8. VACANCIES.** Any vacancy occurring among the elected members of the Board of Governors shall be filled by the Board of Governors. A governor elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**SECTION 9. COMPENSATION.** Governors, as such, shall not receive any compensation for their services.

**SECTION 10. CHAIRMAN OF THE BOARD.** The President of the Guild shall serve as chairman of the Board of Governors and shall preside at all meetings of the Board of Governors and shall perform such other duties as may be fixed by these By-Laws or by resolution of the Board of Governors.

## **ARTICLE VI**

### Canonical Status

The Guild shall be a private association of the Christian faithful, according to the norms of canons 321-326 of the Code of Canon Law.

## **ARTICLE VII**

### Officers

**SECTION 1. OFFICERS.** The officers of the Guild shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Secretary, and one or more Chaplains. Officers holding their positions immediately prior to the 2013 annual meeting shall hold their respective positions through the close of the 2014 annual meeting.

**SECTION 2. ELECTION AND TERM OF OFFICE.** Following the 2014 annual meeting, the officers of the Guild shall be elected by the members to one year terms at a regular annual meeting, with the term of office of each officer commencing at the close of the annual meeting and continuing until the close of the next annual meeting and upon the election and qualification of his or her successor, except in the event of the death, resignation or removal of such officer. No President, First Vice President or Second Vice President shall be elected as officer for more than one (1) annual term in the same office. Unless otherwise determined by the Board of Governors, no candidate shall be nominated for or elected to the offices of President or First Vice President. The First Vice President shall, without election or contest, automatically succeed to the office of President upon the office of President becoming vacant, including due to the President being prohibited from standing for election due to the provisions of this Section 2. The Second Vice President shall, without election or contest, automatically succeed to the office of First Vice President upon the office of First Vice President becoming vacant, including due to the First Vice President being prohibited from standing for election due to the provisions of this Section 2. Notwithstanding the foregoing, the Board of

Governors, by an affirmative vote of two-thirds of the members of the Board of Governors present at a meeting (consisting of no less than twenty (20) members), may direct the Nominating Committee to select and nominate a candidate for President and/or First Vice President, in which case the First Vice President and the Second Vice President, respectively, shall not automatically succeed to such offices and such offices shall be filled by election.

SECTION 3. REMOVAL. Any officer may be removed by an affirmative vote of a majority of the members of the Board of Governors present at a meeting (consisting of no less than twenty (20) members) whenever in the judgment of the members of the Board of Governors the best interests of the Guild would be served thereby.

SECTION 4. VACANCIES. Subject to the provisions of this Section 4, a vacancy in any office may be filled by the Board of Governors for the unexpired portion of the term at any meeting of the Board of Governors. In the event the office of President becomes vacant, the First Vice President shall become President for the unexpired portion of the term, and thereafter the provisions of this Article VII shall apply. In the event the office of First Vice President becomes vacant, including a vacancy occurring by reason of the assumption of the Presidency by the First Vice President, the Second Vice President shall become the First Vice President for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Guild and shall in general supervise and control all of the business and affairs of the Guild. He or she shall preside at all meetings of the Board of Governors and of the members. He or she may sign, with the Secretary or any other proper officer of the Guild authorized by the Board of Governors, any contracts or other instruments which the Board of Governors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these By-Laws or by statute to some other officer or agent of the Guild; and such other duties as may be prescribed by the Board of Governors from time to time.

SECTION 6. VICE PRESIDENT. The Board of Governors shall designate the number of Vice Presidents from time to time. In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President and the Second Vice President shall perform such other respective duties as from time to time may be assigned to him or her by the President or the Board of Governors.

SECTION 7. TREASURER. The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Guild; (ii) receive and give receipts for moneys due and payable to the Guild from any source whatsoever, and deposit all such moneys in the name of the Guild in such banks, trust companies or other depositories as such be selected in accordance with the provisions of ARTICLE IX of these By-Laws; and (iii) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Governors.

**SECTION 8. SECRETARY.** The Secretary shall (i) keep the minutes of the meetings of the members and of the Board of Governors; (ii) see that all notices are duly given in accordance with the provisions of these By- Laws or as required by law; (iii) be custodian of the corporate records and of the seal of the Guild and see that the seal of the Guild is affixed to all documents, the execution of which on behalf of the Guild under its seal is duly authorized in accordance with the provision of these By-Laws; (iv) keep a register of the address of each member which shall be furnished to the Secretary by such member; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Governors.

**SECTION 9. CHAPLAINS.** The Guild shall have one or two Chaplains selected by the Board of Governors. At least one of the Chaplains shall be a priest. The appointment of a Chaplain shall be subject to confirmation by the Archbishop of Chicago.

**SECTION 10. COMPENSATION.** The officers, as such, shall not receive any compensation for their services.

## **ARTICLE VIII**

### Committees

**SECTION 1. COMMITTEES.** The Board of Governors may designate one or more committees, each of which shall consist of at least one member of the Board of Governors, which committees shall exercise the authority vested in them under their appointment, and be subject to the Board of Governors.

**SECTION 2. EXECUTIVE COMMITTEE.** The Guild shall have an Executive Committee selected by the Board of Governors and composed of the officers of the Guild, the immediate past President of the Guild and such other members selected by the Board of Governors. The Executive Committee shall prepare Board meetings, establish the agenda of the meetings, and execute appropriate Board decisions. It may act on behalf of the Board of Governors between meetings of the Board.

A member may be present, participate in and vote at an Executive Committee meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such Executive Committee meeting shall constitute attendance and presence in person at the Executive Committee meeting of the person or persons so participating.

## **ARTICLE IX**

### Contracts, Checks, Deposits and Funds

**SECTION 1. CONTRACTS.** The Board of Governors may authorize any officer or officers

of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Guild shall be signed by such officer or officers of the Guild and in such manner as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors, such instruments shall be signed by the Treasurer.

**SECTION 3. DEPOSITS.** All funds of the Guild shall be deposited from time to time to the credit of the Guild in such banks, financial institutions or other depositaries as the Board of Governors may select.

**SECTION 4. GIFTS.** The Board of Governors may accept on behalf of the Guild any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Guild.

## **ARTICLE X**

### Books and Records

The Guild shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Governors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

## **ARTICLE XI**

### Fiscal Year

The fiscal year of the Guild shall be determined by a majority vote of the Board of Governors.

## **ARTICLE XII**

### Dues

**SECTION 1. ANNUAL DUES.** The Board of Governors may determine from time to time the amount of the annual dues payable to the Guild by members.

**SECTION 2. PAYMENT OF DUES.** Dues shall be payable as determined by the Board of Governors.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues became payable, his or her membership may thereupon be considered inactive.



## **ARTICLE XIII**

### Seal

The Board of Governors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Guild and the words "Corporate Seal, Illinois."

## **ARTICLE XIV**

### Notices, Writings, and Informal Actions

SECTION 1. WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Guild, a waiver thereof, in writing or authenticated in a record, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 2. NOTICES BY ELECTRONIC MEANS. Whenever it is necessary to deliver a notice to a member of the Guild's members, Board of Governors, or any regular or special committee of the Board of Governors, the delivery may be made by electronic means to an address for such purposes which the member or member of the Board of Governors or committee thereof has previously furnished to the Secretary of the Guild for that purpose and has not withdrawn prior to the time such notice is to be delivered.

SECTION 3. WRITINGS BY ELECTRONIC MEANS. Whenever it is required that an action by or of a member or a member of the Board of Governors or any committee thereof be "written," or "in writing," or that any such member give "written consent" or "written approval" or the like, that action may be by a communication transmitted or received by electronic means.

SECTION 4. INFORMAL ACTION BY MEMBERS, BOARD OF GOVERNORS OR COMMITTEES. Unless specifically prohibited by the Articles of Incorporation of the Guild or these bylaws, any action required to be taken at a meeting of the members or the Board of Governors, or any other action which may be taken at a meeting of the members, the Board of Governors, or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members, members of the Board of Governors, or a committee thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more members, governors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Guild. The action taken shall be effective when all the members, governors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the members, the governors or all the committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any

document filed with the Secretary of State under the Illinois General Not For Profit Corporation Act of 1986.

## **ARTICLE XV**

### Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by an affirmative vote of a majority of the Board of Governors present at any regular meeting or at any special meeting called for that purpose where there is a quorum present.

## **ARTICLE XVI**

### Dissolution

SECTION 1. The Guild may dissolve and wind up its affairs upon duly adopting a resolution to that effect by the Board of Governors.

SECTION 2. Upon adoption of such resolution, the Guild shall cease to conduct its affairs except insofar as may be necessary for the proper winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Guild, and shall proceed to collect its assets and apply and distribute them.

SECTION 3. The assets of the Guild shall be applied and distributed as follows:

- A. All liabilities and obligations of the Guild shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;
- B. Assets held by the Guild upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- C. Any remaining assets shall be transferred or conveyed to such organization or organizations operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or the Federal Government or State or local government for public purposes, as determined by the Board of Governors. Any assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Guild is then located, exclusively for the purposes of the Guild, or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.