

BY LAWS OF THE
WILL COUNTY BAR ASSOCIATION
Revised September 29, 2026

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Section 1. NAME

The name of this Association shall be "WILL COUNTY BAR ASSOCIATION, LTD.", an Illinois Not-for-Profit Corporation.

Section 2. PURPOSE

The purpose of this Association is as follows:

- A. To promote justice and uphold the Constitution of the United States of America and the State of Illinois;
- B. To foster the highest ethical standards, integrity, and honor of the legal profession;
- C. To provide education and professional support to members of the Association;
- D. To improve the quality of the judicial system, the administration of justice, and the procedures inherent in the provision of legal services;
- E. To promote the delivery of legal services to all members of the community;
- F. To establish and foster a Lawyer Referral Service;
- G. To promote the legal profession through community service and education; and
- H. To promote the spirit of good will, collegiality, and civility within the legal community.

Section 3. ASSETS OF CORPORATION

A. No part of the net income of this Corporation shall inure to the benefit of any private shareholder or any individual.

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B. In the event of the dissolution of this Corporation, all the assets remaining after the payment of obligation shall be distributed to organizations which are exempt from federal income tax under Section 501(a) of the Internal Revenue Code and in accordance with Section 501(e) (3) of the Internal Revenue Code relating to charitable, scientific, literary and educational organizations as determined by the Board [of Directors](#).

Section 4. FISCAL YEAR

The fiscal year of the Association shall commence July 1 of each year and end June 30 of the following year.

Section 5. MEMBERSHIP

A. Any attorney, licensed to practice in the State of Illinois shall be eligible for membership in this Association, so long as he or she shall pay the membership assessments as provided in the By-Laws of this Association.

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B. All judges shall be honorary, non-voting members, unless they shall elect to become active, voting members by paying the appropriate assessments, but in either case a sitting judge shall be ineligible to serve as an officer or director. See Section 8F for instances where a current officer or director is sworn in as a Judge.

C. Upon application, any attorney, licensed to practice in the State of Illinois, who lives or maintains an office in Will County or appears in any court in Will County who shall have been newly admitted to the Bar of the State of Illinois, shall not be required to pay assessments during the first two fiscal years after his or her admission but shall retain voting privileges.

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D. Upon application, any attorney, licensed to practice in the State of Illinois, who lives or maintains an office in Will County or appears in any court in Will County and who shall have attained the age of seventy (70) prior to or during the fiscal year of the Association ("Senior Attorney")(between July 1 through June 30 of the following year) shall not be required to pay assessments, but shall retain voting privileges.

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E. Upon application, any law student who has not yet received their JD may be a non-voting member, and shall not be required to pay assessments while enrolled in an accredited law school.

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F. The Board of Directors shall have the authority to designate persons or classes of persons as non-voting members and/or to waive assessments.

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G. The Association shall not discriminate on the basis of sex, race, age, religion, handicap, sexual orientation, or national origin.

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Section 6. GENERAL MEMBERSHIP MEETINGS/MEETINGS OF THE BOARD OF DIRECTORS

A. Time: Regular meetings shall be held in conjunction with meetings of the Board of Directors on a monthly basis throughout the fiscal year. Special meetings may be held at such time as the President or a majority of the Officers may direct, or upon the filing of a petition with the Bar Association's Executive Secretary signed by not less than twenty (20) voting members requesting a special meeting for a particular purpose.

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B. Place: Meetings shall be held at the offices of the Association, or at such place as the Officers may direct, but all regular Board meetings shall be held in Will County, Illinois.

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C. Notice: Notice stating the time, place, and agenda of the meeting shall be posted on the Association's website at least three (3) days in advance of any regular or special meeting. Additionally, notice shall be posted at the Will County Bar Association offices.

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D. Annual Meeting: An Annual Meeting of the Association shall be held at a time and place to be determined by the Board of Directors. The annual meeting shall be held for the purpose of electing new Officers and Directors of the Association, and for such other business as the Board of Directors deems appropriate to address. The time, place and notice of such annual meeting shall be as provided in this Section 6.

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E. Quorum: For purposes of a vote by the general membership, a quorum shall consist of ten percent (10%) percent of the number of voting members in person or by proxy.

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F. Conduct of Meetings: Meetings of the general membership and of the Board of Directors shall be conducted per parliamentary procedure as interpreted by Robert's Rules of Order.

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Section 7. OFFICERS

The officers shall be a President, First Vice-President, Second Vice-President, and Secretary-Treasurer. The positions of President, First Vice-President, Second Vice-President, and Secretary-Treasurer are determined in that order by seniority on the Board of Directors. The Director that has been on the Board of Directors the longest, shall be the President. The First Vice-President shall, at the conclusion of his/her term, automatically succeed to the office of the President. The Second Vice-President shall, at the conclusion of his /her term, automatically succeed to the next higher office. The Secretary-Treasurer shall, at the conclusion of his/her term, automatically succeed to the next higher office. The Secretary-Treasurer shall be the Director who has served on the Board of Directors the longest of the remaining Directors that are not an Officer.

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Section 8. DIRECTORS

A. There shall be ten (10) Directors. The President, First Vice-President, Second Vice-President, and Secretary-Treasurer shall automatically be directors of the Association. Other Directors shall be elected for six (6) year terms. The Immediate Past President shall be retained for a one (1) year term.

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B. The Board of Directors shall be the administrative and managing body of this Association and is vested with full power to conduct all business and affairs of the Association necessary to fulfill the Association's mission, except as otherwise limited by these bylaws or applicable Illinois law.

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C. The following actions shall require a formal vote and approval by a simple majority of the Board of Directors present at a meeting where a quorum is present:

- i. Committee Governance: The creation, modification, or dissolution of Committees (Section 16);
- ii. Contracts: Prior to execution, all contracts entered into on behalf of the Association, for whatever reason;
- iii. Financial Oversight: adoption of an annual budget; approval of any unbudgeted expenditure exceeding \$2,500; and the appointment of an external auditor or financial reviewer;

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- iv. Personnel and Management: The hiring, compensation, and termination of the Executive Director and staff of the Association;
- v. Policy: adoption of any official public policy position, or the issuance of formal statements on behalf of the Association;
- vi. Strategic Planning: The approval of long-range strategic plans.

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D. Any vacancy in the office of Director shall be filled by the Board of Directors within thirty (30) days of the creation of the vacancy, or within any other time period as determined by the Board of Directors, and shall serve a complete term as described herein.

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E. The term of President, First Vice-President, Second Vice-President, Secretary-Treasurer, and Immediate Past President shall commence on July 1 and end on the succeeding June 30th. The term of Officer or Director shall end on June 30th of the last year of his /her term.

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F. Any Officer or Director may be removed from office for good cause, provided such removal is approved by a vote of at least two-thirds of the Board of Directors, and may include but is not limited to, the following:

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1. On the effective date of his/her surrender, suspension, or revocation of his/her license to practice law;
2. Excessive absenteeism (missing three (3) or more meetings without good cause per fiscal year);
3. Upon the non-payment of assessments to the Association; and
4. For other good and sufficient reasons as determined by the Board of Directors.

Deleted: may be a basis for removal of a board member, provided such removal is approved by a vote of at least two-thirds of the Board of Directors.

G. Unless prior resignation has been provided, any officer or director sworn in for the office of Judge within the state of Illinois shall, by the act, resign his or her position as director or officer and shall be immediately removed as director or officer and become a honorary member under Section 5, paragraph B.

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H. The Board of Directors retains final approval concerning any material placed within the Association newsletter, emails, Facebook page and/or website, and all submissions shall become the property of the Association.

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Section 9. VACANCIES FOR OFFICERS

In the event of a vacancy of an Officer, each Officer shall ascend to the next highest office and the office of Secretary Treasurer shall be filled by a majority vote of the Board of Directors. The appointment term shall extend only to June 30 of that year and shall not include the automatic right to succession to the next higher office. Any office held by appointment, or succession after appointment, shall be deemed to be vacant upon the expiration of the appointed term. At the next general election, all vacant offices, or those to become vacant, shall be filled by election as provided herein.

Section 10. ELECTIONS

A. NOMINATIONS. In February and March, the Association Executive Secretary shall cause notices to be placed on the Association website and posted at the Association Office for all vacancies within the Association as of the next fiscal year. Notification shall inform the regular members that applications, letters, and/or resumes requesting consideration for election to any vacancy on the Board [of Directors](#) effective July 1 of the then-current year shall be accepted through and including the first meeting of the Nominating Committee. There shall be two ways to nominate eligible regular members to fill vacancies to the Board of Directors:

1. By Nominating Committee:

a. Committee Appointment: No later than the March meeting of the Board of Directors, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of two (2) members currently serving as Officers of the Association or on the Board of Directors and three (3) regular members of the Association in good standing;

b. Selection of Nominees: The Nominating Committee shall meet separate and apart from the Board of Directors to select a nominee for each position to be filled on the Board of Directors. The Nominating Committee shall consider the application, letters, and/or resumes submitted by regular members from the date of publication of the vacancies through the first meeting of Nominating Committee;

C. Recommendation to Membership: At the regular April monthly meeting of the Board of Directors, the Nominating Committee shall report its recommendations for nominations to the Board of Directors;

d. Notice by E-Mail: The President shall direct the Association Executive Secretary to transmit to all regular members by e-mail along with the notice of the regular May monthly meeting the Nominating Committee's recommendations.

2. By Members:

a. Regular members in good standing may submit names, in writing, of prospective nominees to the Board of Directors;

b. Nominations from the regular members shall be made and seconded from the floor during the regularly scheduled April meeting of the Board of Directors. If a nomination is so made, seconded, and approved for consideration by a majority of quorum of members of the Board of Directors present to vote, the Board of Directors shall direct the name(s) submitted by the regular members be included with the Nominating Committee's recommendation(s) being sent to all regular members as outlined in subparagraph A (l)(d) herein.

B. BALLOTING

1. Uncontested Election: In the event that no candidates are nominated in opposition to those selected by the Nominating Committee, the vote of the regular members shall be orally cast at the Annual Meeting for the nominee(s) selected by the Nominating Committee.

2. Contested Election. In the event that candidates are nominated in opposition to those selected by the Nominating Committee, the procedure shall be as follows:

a. Election Committee: The President at the regular May monthly meeting shall appoint an Election Committee consisting of three (3) regular members in good standing of the Association to conduct the election;

b. Statement of Qualification of Candidates: The Election Committee may cause to be prepared and mailed with the ballots a brief statement of the pertinent background information about each candidate. Such statements shall be approved by the Board of Directors before mailing;

c. Preparation and Mailing of Ballots: The Association's Executive Secretary shall cause ballots to be printed which shall set forth the names of all candidates nominated, listing the candidates in alphabetical order under the designation of the office. Not less than five (5) days or more than twenty (20) days preceding the date of the annual meeting, the Association's Executive Secretary shall mail or cause to be mailed to each regular member in good standing, on the date of mailing, an envelope containing a ballot, an envelope marked for ballot only, a signature verification form for the signature of the member voting, and an envelope addressed to the Election Committee at the office of the Association. A regular member who is restored to good standing prior to the fifth (5th) day preceding the date of the annual meeting shall be entitled to secure a ballot, vote in the election, and be a candidate for a vacancy to the Board of Directors;

d. Casting Ballots: Each regular member upon marking his ballot shall enclose it in the envelope marked "for ballot only", seal that envelope, write his/her signature upon the signature verification form, enclose both the signature verification form and sealed envelope containing his/her ballot in the envelope addressed to the Election Committee and mail or deliver the same to the Election Committee, c/o Office of the Association. When envelopes addressed to the Election Committee are received at the Office of the Association, they shall be retained in a secure place and there kept until the time of canvassing the votes;

e. Canvass of Votes: The Election Committee shall begin the canvass of votes immediately on the fourth (4th) day preceding the date of the annual meeting. From the signature verification forms accompanying each ballot, the name of each person voting shall first be checked off the roll of members. If a signature verification form is signed by a regular member in good standing, the accompanying envelope marked for ballot only shall be placed unopened in a ballot box. If there is no signature slip or if the signature slip is not signed, or if

the member signing the same is not entitled to vote, or is not in good standing, the envelope marked for ballot only shall be rejected. Thereafter, the ballot box and the envelope therein contained shall be opened and the votes shall be counted. No ballot shall be counted unless it is received before the fifth (5th) day preceding the date of the Annual Meeting, accompanied by a signature verification form signed by a member in good standing on the day fixed for the canvass of the votes. No form of ballot other than the one approved by the Election Committee shall be counted;

f. Tie Vote: In case of a tie vote for any office, another contested election shall be held, for only those offices which are tied, at the earliest possible date to be set by the Board of Directors.

C. REPORTING OF RESULTS. The Election Committee shall report the results of its canvass of votes to the President upon the completion of its duties and prior to the Annual Meeting or a special meeting called in the event of a tie vote. The President shall announce the results of the election at the annual meeting or at a special meeting called in the case of a tie vote.

D. ASSUMPTION OF OFFICE. The newly elected members of the Board of Directors shall assume their respective offices on the date of their election or the July 1st following the Annual Meeting, whichever is later

Section 11. PRESIDENT

A. The President shall preside at all meetings of the Board of Directors and the State of the Courthouse Luncheon. In the President's absence, the Senior Vice-President attending shall preside.

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B. The President shall have general supervision of the various committees to ensure consistency across committees and organizational processes.

Moved down [2]: <#>The President shall appoint a Director to serve as the WCBA's representative on the Diversity Society that includes representatives from each of the Will County Organized Bar Associations, as that term is defined herein.

C. The President shall manage logistics, communications, and administrative functions of the Association.

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D. The President shall oversee the Association's Executive Director.

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Section 12. VICE-PRESIDENTS

A. The First Vice-President shall serve as the Committee Chair of the Governance Committee.

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B. The Second Vice-President shall serve as the Committee Chair of the Enterprise Committee.

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¶ B. The First Vice-President shall supervise the Chairpersons of committees to ensure that each committee is active. ¶

¶ C. The Second Vice-President, working with the Executive Secretary of the Association, shall be responsible for updating the content of the Association web site.

Section 13. SECRETARY-TREASURER

A. The Secretary-Treasurer shall ensure that a record of the Board of Directors meetings are kept, and shall be custodian of the corporate records of the Association.

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B. The Secretary-Treasurer shall serve as the Committee Chair of the Finance Committee.

C. The Secretary-Treasurer shall file the annual corporate report of the Association with the Secretary of State.

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D. The Secretary-Treasurer shall also keep a complete record of funds received and expended by the association, and file all tax returns required by law.

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E. The Secretary-Treasurer, at least quarterly, shall submit or have submitted a written report of the financial condition of the Association. In absence of the Secretary-Treasurer, the First Vice-President shall assume the duties of the Secretary-Treasurer.

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Section 14. IMMEDIATE PAST PRESIDENT

A. The Immediate Past President of the Association shall serve for one (1) year.

B. The Immediate Past President shall meet with each Officer and Director and provide an evaluation of the Officer's or Director's services to the Association which shall include a review of the meetings attended, Association events attended, and Committee participation.

C. The Immediate Past President shall serve on the Past President's Committee and in whatever other capacity directed by the Board of Directors.

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D. The Immediate Past President shall be a voting member of the Board of Directors.

Section 15. EXECUTIVE DIRECTOR

A. The Board of Directors shall employ an Executive Director who shall receive such compensation as the Board of Directors may fix by simple majority of Board, to perform such duties for the Association as are customarily performed by a person holding such position, and further, to perform such other specific duties as the Board of Directors may from time to time specify. The Executive Director shall be hired by a majority vote of the Board of Directors. The Executive Director shall be responsible for the day-to-day management and operation of the Association including the managing and directing of administrative and staff activities of the Association, all in accordance with a structure, budget and policy established by the Board of Directors.

B. The Executive Director shall report directly to the Board of Directors at the monthly meetings, unless a matter arises that needs immediate attention then the Executive Director shall bring it to the attention and report directly to the President.

C. The Executive Director shall also attend all Board of Directors' meetings, except when the Board of Directors enters Executive Session. The Executive Director shall provide reports to the Board of Directors regarding the Association's operational and financial status at all Board of Directors' meetings.

D. The Executive Director has no voting rights.

E. Unless otherwise agreed in an employment contract with association approved by Board, the Executive Director is an at-will employee and can be terminated by a simple majority of Board at any time and for any reason.

Section 16. QUORUM

A majority of the total number of members of the Board of Directors present, in person, shall constitute a quorum. The affirmative vote of the majority of the quorum shall be necessary for action by the Board of Directors unless otherwise stated herein.

Section 17. ELECTRONIC VOTING

A. The Board of Directors may conduct votes and take official action by electronic mail or other electronic transmission without a meeting for time sensitive matters or matters that involve Association funds that do not exceed \$2,500.

B. Any matter submitted for electronic vote shall be transmitted simultaneously to all Directors at their official email addresses maintained by the Association. No electronic vote shall be valid unless all Directors are included in the distribution.

C. Any proposal submitted for electronic vote must contain:

- (1) the exact text of the motion;
- (2) the name of the director making the motion;
- (3) the opening and closing time for voting; and
- (4) instructions for casting votes.

D. Before voting closes, all directors shall be afforded a reasonable opportunity to discuss the motion electronically in a manner visible to all directors participating in the vote, which can be by email or video teleconference.

E. The quorum requirement for electronic voting shall be the same as for meetings of the Board of Directors. Unless otherwise required by law or by these Bylaws, adoption of a motion by electronic vote shall require the same vote necessary for approval at a duly called meeting.

F. Votes shall be cast by a written electronic response stating "approve," "oppose," or "abstain." Proxy voting shall not be permitted.

Deleted: <#>Subject to these bylaws and the oversight of the Board of Directors, the Executive Director's functions shall include:¶
Staff Management: Manage and supervise staff, and recommending to the Board of Directors the hiring or firing of staff, unless immediate attention is required then shall report directly to President; ¶
Financial Administration: Ensure the collection of dues, payment of obligations, and the maintenance of accurate financial records; ¶
Committee Support: Serve as a non-voting member of all Committees to provide administrative support and ensure alignment of Association goals; ¶
Record Management: Serves as the custodian of the Association's records and shall keep minutes of Board of Directors' meetings.; ¶
Event Execution: Ensures all Association events are scheduled, notifies all Members of Events, and is responsible for the Association's newsletter. ¶
Additional duties as assigned. ¶

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G. The Executive Director shall preserve all electronic communications related to the motion and shall record the motion, discussion summary, vote tally, names of directors voting, and final action in the minutes of the next regular Board of Directors' meeting.

H. Electronic voting shall not be used for removal of Directors or Officers, amendment of these Bylaws, dissolution, any matter that involves Association funds that exceed \$2,500 or a time sensitive matter, or any matter prohibited by applicable law unless expressly authorized by law and these Bylaws.

Section 18. COMMITTEES

A. There shall be such Committees as the Board of Directors may authorize to implement and accomplish the goals of the Association. The numbers, qualifications, powers and duties of all committees shall be determined by the Board of Directors. The authorized Committees of the Board of Directors shall be posted on the Association's website under Committees, and said posting shall provide the powers and duties of each specific Committee.

B. Each Director shall serve as the chair of one committee, and on at least one additional Committee where they are not serving as Chair.

C. The President is not required to serve on any Committee. The President, with the advice of the Board of Directors, shall appoint Members of the Board of Directors to serve as separate Chairs of each of the Committees at the first meeting of each new fiscal year.

D. Committee Chairs shall conduct the affairs of their respective Committees, shall have their respective committees meet at least once quarterly, shall report to the Board of Directors at least quarterly on their activities.

E. All Committees shall be advisory in nature and No action or statement of a committee, or that of any Chair or member of any committee, establishes a policy of the Association unless it is first been approved by the Board of Directors. The Executive Director shall keep minutes of Committee meetings.

Section 19. SECTIONS

A. The Board of Directors may create Sections or discontinue Sections at any time, whose functions are to promote the activities of the Association assigned to them by the Board of Directors.

B. Each Section may select one of its members to be selected as Chair of that particular Section. If the Chair becomes vacant, that Section members may elect a new chair, but if any Section's Chair position remains vacant for more than sixty (60) days, the President shall appoint the Chair of the Section. The Chair shall organize and run meetings.

C. Sections shall be encouraged to present at least one, three-hour seminar which will be accredited by the Illinois State Bar Association for Continuing Legal Education Credit. The seminars shall be offered at no charge to Will County Bar Association members (although any meal/ drink

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Deleted: The Finance Committee shall provide a budget for the following fiscal year at the last Board of Director's meeting before each new fiscal year.

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Deleted: Each Committee Chairperson shall be encouraged to submit at least one article for publication on the Association web site each fiscal year. The article may promote the Committee's upcoming seminar(s), topics in the Committee's area of interest, or such other topics as the Second Vice President deem(s) appropriate. The Will County Bar Association Board of Directors retains final approval concerning any material placed within

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fees/surcharges may be assessed, as appropriate, to cover such costs). The presenters and attendees shall receive the appropriate CLE credit for each seminar as designated and approved by the Illinois State Bar Association in conjunction with the Association's Board of Directors.

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D. The Executive Director shall maintain a list of Section Chairs, including contact information.

E. No action of any Section, Section Chair, or Section member establishes a policy of the Association unless it has been first approved by the Board of Directors.

F. The Chair of each Section shall be responsible for notifying the Executive Director of all meetings.

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Section 20. ATTORNEY REFERRAL SERVICE

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A. ESTABLISHMENT. As a public service, the Association may establish and maintain an Attorney Referral Service and advertise such service in such matter as the Board of Directors shall from time to time determine.

B. OPERATION. The operation of the Attorney Referral Service shall be the responsibility of the Board of Directors. The service shall include providing the names and addresses of all regular members in good standing with the Association who practice in the area requested.

C. MEMBER PARTICIPATION. All regular members in good standing of the Association may be eligible to participate in the Attorney Referral Service. Any member will be listed in his/her area(s) of practice.

D. CENSURE, SUSPENSION AND REMOVAL. The Board of Directors shall adopt such rules, regulations and procedures as it deems advisable to censure, suspend, or remove any member from participation in the Attorney Referral Service.

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Section 21. ASSESSMENTS

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A. Assessments for the Association's fiscal year (July 1 and June 30) shall be payable in one installment each year as the Board of Directors shall determine from time to time. Such assessments may be in different amounts based upon age and/or length of practice.

B. The Secretary-Treasurer shall cause to be forwarded a statement for any assessments, including but not limited to Association assessments, approved by the Board of Directors to each member in June of each year. In the event such installment is not paid within thirty (30) days of the due date, the attorney is not in good standing within the Association and relinquishes the rights to vote, to serve as a committee chair, to reduced rates for CLE seminars, and other privileges of membership. The Board of Directors shall reserve the right to assess an additional penalty.

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C. A member dropped for non-payment of assessments may be reinstated upon payment of all delinquent assessments. Should additional fees or charges have been assessed during the period when the member was not in good standing, those fees and charges shall remain and no reimbursement or credit shall be applied.

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- D. A member of the Association shall be exempt from payment of assessments during such time as he or she is on active duty with the Armed Forces of the U.S. or its allies, and such active duty time shall be deducted from the assessments computation period.
- E. A new member applying for the Association or a member of the Association submitting payment for his/her assignment, is eligible for a \$50 deduction from his/her total assessment if he/she is a member in good standing of another Will County Organized Bar Association. Will County Organized Bar Association means a bar association that has existed for a minimum of three (3) years and does not discriminate in its membership practices on the basis of sex, race, age, religion, handicap, sexual orientation, or national origin. To be eligible for the \$50 deduction, the new member of the Association or member of the Association must provide a statement that he/she is a member in good standing of a Will County Organized Bar Association, other than the Association, either in his/her application or at the time of payment of the assessment. If any new member of the Association or member of the Association is found to have provided false information, the Board of Directors reserves the right to assess a penalty or terminate said individual's membership to the Association
- F. If a person becomes a new member at any time after the month of December, and is not otherwise exempt from the assessment, his/her assessments shall be prorated from the first day of the month in which he or she becomes a member to June 30, the end of the fiscal year.

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Section 22. CHECK AUTHORITY

The President, Vice-Presidents and Treasurer shall be authorized to sign checks. One (1) Officer may sign checks in amounts of five thousand dollars (\$5,000.00) or less, and checks in excess of five thousand (\$5,000.00) dollars shall be signed by two (2) Officers. The Board of Directors may authorize the Association's Executive Secretary to process payments not exceeding five thousand dollars (\$5,000.00).

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Section 23. POLITICAL AND JUDICIAL OFFICES

The Association shall not endorse any person for any elected or appointed public position. The Association may, however, evaluate the qualifications of applicants or candidates for the position of State's Attorney, Public Defender, and all judicial positions. In such case, the result of any evaluation shall be made available to the public in a timely fashion.

Section 24. INDEMNIFICATION

The Association shall indemnify its Officers and Directors, all its former Officers and former Directors, or any person who serves or may have served, at its request by its election or appointment as a Director or Officer, for all sums which they, or any of them, shall become legally obligated to pay as damages, and for expenses actually and necessarily incurred by them in connection with the defense or settlement of any cause of action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an Officer or Director, notwithstanding that the allegations of any cause of action, suit or proceeding may be false, fraudulent or groundless. If the Board of Directors so authorizes, any person entitled to the benefits of this Association's indemnification may be indemnified for expenses actually and necessarily incurred prior to the final adjudication of any such action, suit, or proceeding but only if the person seeking indemnification acknowledges in writing that he or she will be legally bound to reimburse the Association if such person is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty or such action, suit, or proceeding is settled by agreement predicated upon the existence of such liability.

Section 25. AMENDMENTS

These By-Laws may be amended or repealed by the vote in person or proxy, of two-thirds (2/3) of the Board of Directors, or by 2/3 of the voting members of the Association at any regular meeting or special meeting set solely for said purpose, after members have received at least twenty (20) days' notice of the suggested amendments, repeal, or changes, said notice to be posted on the Association's website.

Section 26. CONSTRUCTION

The Board of Directors shall decide all questions concerning the construction or interpretation of these By-Laws.

Section 27. EFFECT

These By-Laws shall take effect on the date of their adoption by the Association and shall supersede all preceding By-Laws of the Association.

Adopted by a vote of the Board of Directors of the Association on the ____th day of _____, 2026, at Joliet, Illinois.

President

Secretary-Treasurer

GOVERNANCE COMMITTEE:

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