

American Judicature Society

Bylaws

Incorporated July 15, 1913, under the Illinois Law providing for the formation of corporations not for pecuniary profit.

Article I. Name and Principal Office

§1. Name

The name of this organization is “American Judicature Society to Promote the Effective Administration of Justice,” hereinafter referred to as the Society and commonly characterized as American Judicature Society.

§2. Principal Office.

The principal office for the transaction of the activities and affairs of the Society is located at The Opperman Center, 2700 University Avenue, Des Moines, Iowa 50311. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location. The board may at any time establish branch or subordinate offices at any place or places where the Society is qualified to conduct its activities.

Article II. Purpose

§1. Purpose

The purpose of the Society is “To Promote the Effective Administration of Justice” as set forth in the Articles of Incorporation.

Article III. Irrevocable Dedication of Assets

§1. Assets

This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501 (c)(3)

Article IV. Membership

§1. Membership

Any person dedicated to the purpose of the Society shall be eligible for membership. A person shall become a member of the Society by submitting a completed application and payment of dues, if any, for the appropriate class of membership for which such person is applying. Any member shall be entitled to vote and hold office in the Society.

§2. Dues

The Board of Directors shall have the authority to establish dues for the maintenance of membership, based upon student status or such other criteria as it shall establish, to provide for special recognition of members paying amounts above regular dues, such as sustaining, sponsoring, contributing or life members, and to establish further terms and conditions for continuing membership, consistent with the Articles of Incorporation and Bylaws, and to terminate membership for non-payment of dues or other appropriate grounds.

§3. Good Standing

Members who have paid the required dues in accordance with these bylaws shall be members in good standing.

§4. Joint Membership Arrangements

With the approval of the Board of Directors the Society may enter into joint membership arrangements with other organizations engaged in promoting the effective administration of justice upon such terms and conditions as it may determine.

§5. Annual Meeting of the Membership

a. An Annual Meeting of the Members of the Society shall be held at a time and place to be fixed by the Board of Directors. Notice thereof shall be not less than thirty (30) days prior to the time of such meetings.

b. The notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members.

§6. Special Meetings

a. The Board or President or five (5)% or more of the members in good standing, may call a special meeting of the members for any lawful purpose at any time. This meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the president or any vice president or secretary of the Society.

- b. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least twenty (20) but no more than sixty (60) days after receipt of the request.
- c. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

§7. Quorum

For a meeting of the members, a quorum shall consist of twenty (20) members.

§8. Meetings and participation by telephone or other telecommunications equipment

Any meeting of the Membership or the Board of Directors may be held by conference telephone, video screen communication, or other communications equipment if an in person meeting is not practical. In addition, participation at an "in person" meeting may be by telephone or other telecommunications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- a. Appropriate notice has been accomplished.
- b. Each member participating in the meeting can communicate concurrently with all other members.
- c. Each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.

The Board of Directors has adopted and implemented a means of verifying both of the following:

- a. A person participating in the meeting is entitled to participate in the meeting.
- b. All actions of or votes by the person are taken or cast only by the authorized member and not by persons who are not members entitled to vote at the meeting.

§9. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent(s) shall be filed with the proceedings of the membership. The action by written consent shall have the same force and effect as a unanimous vote of the members.

§10. Attending and Addressing Board of Directors

Any member of the Society shall be entitled to attend any meeting of the Board of Directors and may address the Board subject to such limitations as the Officer presiding at such meeting may designate.

Article V. Board of Directors

§1. The affairs of the Society shall be managed by the Board of Directors.

§2. The Board of Directors shall have the authority to:

- a. Adopt, amend or repeal the Bylaws or the Articles of Incorporation;
- b. Adopt a plan of merger or adopt a plan of consolidation with another organization or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Society;
- c. Adopt a plan for the distribution of the assets of the Society, or for dissolution; and
- d. Take any and all other action not prohibited by the Illinois General Not For Profit Corporation Act.

§3. Number of Directors. The Board of Directors of the Society shall be composed of not less than twenty (20) and not more than twenty-five (25) individuals who are members of the Society, including the two immediate Past Presidents.

§4. Vacancies. Only as necessary to meet the requirements of §1, vacancies may be filled, until the next Annual Meeting of Members, by the Board of Directors upon the recommendation of the Nominating Committee.

§5. Election and Term Limits. Except as provided in §1 and 2 of Article IV, Directors shall be elected by the membership at the Annual Meeting of Members for a two-year term. A Directors may be re-elected for not more than two (2) additional consecutive two-year terms, unless nominated and elected to serve as an officer of the Society, and may serve additional terms in one or more officer positions subject to the term limits for each office specified in Article VI, §6a.

§6. Terms of Office

The term of office of Directors shall commence at the adjournment of the Annual Meeting of Members at which they are elected and shall terminate at the adjournment of the Annual Meeting of Members at which their terms expire. The one-year term of office of officers shall commence at the adjournment of the Annual Meeting of the Board of Directors at which they are elected, and shall terminate at the adjournment of the next Annual Meeting of the Board of Directors.

Any person elected to the Executive Committee (now known as Board of Directors) of the Society under its former structure of governance at the 2004 Annual Board of Directors Meeting, other than the immediate Past President and immediate Past Board Chair, any other provision of these bylaws notwithstanding, may be elected to serve on the Board of Directors for the following number of two year terms commencing subsequent to the 2005 Annual Membership Meeting:

Three two-year terms, if at the conclusion of the 2005 Annual Board Meeting the person had served less than four years on the Executive Committee. If a person elected to the Executive Committee at the 2004 Annual Meeting of the Board of Directors is elected President in the last term of board service allowed by this bylaw, at the expiration of the person's term as President, the person may serve an additional two years on the Board of Directors as an immediate past President.

§7. Removal of Directors

The Board of Directors may remove a Director for cause by a vote of the greater of either two-thirds (2/3) of the Board present at a meeting or the majority of the entire Board of Directors.

§8. Honorary Directors All past Chairs and past Presidents of the Society shall be Honorary Directors, who may attend and participate in meetings of the Board of Directors, but who shall not have the right to vote in that capacity.

§9. Distinguished Lifetime Director The President, with the approval of the Board of Directors, may from time to time bestow the title of Distinguished Lifetime Director to individuals who have devoted a lifetime of distinguished service and inspiring leadership to the goals of the Society and made extraordinary contributions to the improvement of the administration of justice. Distinguished Lifetime Directors shall enjoy all the rights and privileges of a Director of the Society, except that they shall not affect the number of directors required for a quorum and shall be excluded from the minimum or maximum number of directors as provided in §3.

§10. Quorum of Directors

For a meeting of the Board of Directors, a quorum shall consist of a majority of the directors then in office. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the membership of the Board of Directors.

§11. Place and Number of Directors Meetings

At least two (2) Regular meetings of the Board of Directors shall be held each year either within or without the State of Illinois, as designated by the Board.

- §12. Meetings and participation by telephone or other telecommunications equipment
Directors may meet by telephone or other telecommunications equipment as long as all requirements of Article IV, §8 are met.
- §13. Special Meetings of the Board of Directors
Special meetings of the Board for any purpose may be called at any time by the president, president-elect, any vice president, or the secretary, and shall be called by the president upon written request of ten (10) Directors by giving notice. These may be held within or without the State of Illinois.
- §14. Notice of Special Meetings
Notice of the time and place of special meetings shall be given to each director at least ten (10) days in advance by either 1) personal delivery of written notice; 2) first-class mail, postage prepaid; 3) telephone, including a voice messaging system or technology designed to record and communicate messages, either directly to the director or to a person who would be reasonably expected to communicate that notice promptly; 4) facsimile; 5) electronic mail; 6) or other electronic means.
- §15. Board Action Without Meeting
Any action that the Board is required or permitted to take may be taken without a meeting if all Board Members consent in writing or by electronic mail to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the proceedings of the Board.

Article VI. Officers

- §1. Elected Officers
The elected officers shall be: the President, President-Elect, two Vice-Presidents, Secretary, Treasurer, and the Chair of the National Advisory Council (NAC), all of whom shall be elected from among the membership of the Board of Directors.
- §2. Duties of the President
The President shall serve as Chair of the Board of Directors and shall preside at all membership and board meetings of the Society. Except as otherwise required by these Bylaws, the President shall appoint the members and Chairs of all board committees. The President or the President's designee shall be the official spokesperson for the Society, shall represent the Society at public and professional meetings, and shall perform such ceremonial and other duties as are appropriate to the office of President or shall be directed from time to time by the Board of the Society.

§3. Duties of the President-Elect

In the absence of the President or in the event of a vacancy in that office, the President-Elect shall carry out the responsibilities of the President until the next election pursuant to these Bylaws.

§4. Duties of the Secretary

The Secretary shall keep or cause to be kept, at the Society's principal office or other place as the Board may direct:

- a. Record of minutes of corporate meetings, proceedings, and actions of the Board, of committees and of members' meetings;
- b. Articles of Incorporation and Bylaws, as amended to date;
- c. Record of the Society's members;
- d. Any other duties as the Board or bylaws may require.

§5. Duties of the Treasurer

The Treasurer shall oversee the general fiscal affairs of the Society and keep and maintain or cause to be kept and maintained:

- a. Adequate and correct books and accounts of the Society's properties and transactions;
- b. Financial statements and reports as required to be given by law, by Bylaws, or by the Board and given, as required, to members and directors;
- c. And shall deposit or cause to be deposited, all money and other valuables in the name and to the credit of the Society; disperse such funds; and
- d. Provide an account to the Board of all transactions and of the financial condition of the Society; and
- e. Serve as chair of the Finance Committee.
- f. Any other duties as the Board or Bylaws may require.

§6. Election of Officers and Vacancies

- a. Each Officer, other than the Executive Director, shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors for a one-year term. The President and President-Elect may not be re-elected to the same office. All other officers may be re-elected no more than once to the same office.

- b. Any vacancy in an office other than the office of the Executive Director may be filled by the Board from among the Members of the Board until the next Annual Meeting of the Board of Directors.

§7. Executive Director

The Executive Director shall be appointed by and serve at the pleasure of the Board of the Society, and shall be the chief executive officer of the Society, subject to the direction of the President and the Board of the Society. He or she shall be responsible for the custody of corporate funds and the maintenance of all corporate records at the principal offices of the Society, and shall carry out such other duties as may be assigned by the President and/or the Board of the Society.

§8. ABA Delegate

The President shall appoint the Society's delegate to the House of Delegates of the American Bar Association.

Article VII. Committees

§1. There shall be committees within the Society for carrying on its work.

§2. Executive Committee

There shall be an Executive Committee composed of the President, who shall act as Chair, and the other officers except the Executive Director. The Executive Committee shall have the authority to act on behalf of the Board in the event of an emergency to protect the assets of the Society.

§3. Nominating Committee

A Nominating Committee shall be appointed annually by the President. The Nominating Committee shall nominate and submit to the members the names of persons to be considered for election as Directors, or Officers (other than the President). The Nominating Committee shall consist of seven (7) members. Two of the members shall be the two immediate past Presidents. The remaining members shall be appointed by the President and shall reflect racial, geographic, professional, and gender diversity. A member of the Nominating Committee is not eligible for election as an officer during the year of service on the Nominating Committee.

§4. **Audit Committee**

An Audit Committee shall be appointed annually by the President with the approval of the Board and shall be composed of three current members of the Board of Directors with specific expertise and subject to the restrictions as outlined in its charter. Neither the Chair, nor more than one member of the Committee shall be a member of the Finance Committee.

The Audit Committee shall monitor the integrity of the financial statements and internal controls of the Organization, oversee and direct the appointment and retention of the Organization's external auditors, mediate disagreements between management and the auditors regarding financial reporting, and determine the independence of the external auditors. The Audit Committee shall adopt and revise, as appropriate and with the approval of the Board of Directors, a charter to govern its specific responsibilities.

§5. Finance Committee

A Finance Committee shall be appointed annually by the President, with the Treasurer serving as Chair. The Finance Committee shall review the dues structure, financial reporting, annual budgeting, and accounting procedures of the Society.

§6. Other Committees

Subject to Article VII, The Board of Directors or President may establish other committees, the chairs and members of which shall be appointed by the President.

§7. Removal of Committee Member

The President may remove a committee chair or a member of a committee at any time, with or without cause.

§8. Committee Vacancy

If a committee member resigns, dies or becomes ineligible, the President may appoint a successor.

§9. Committee Review

The Board of Directors shall annually review the functions and operations of the committees of the Society. Each committee shall submit an annual written report of its activities to the Board of Directors prior to or at the annual meeting of the Board of Directors.

§10. Committee Continuation or Termination

Unless continued by the Board of Directors all committees other than those established by these By-laws terminate upon the adjournment of the Annual Meeting of the Board of Directors next following their creation.

Article VIII. Contracts, Loans and Deposits

§1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into a contract or execute or deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

§2. Loans

No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

§3. Evidence of Indebtedness

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by such person or persons as may be authorized by the Board of Directors.

§4. Deposits All funds of the Society shall be deposited or invested in a manner approved by the Board of Directors.

Article IX. Miscellaneous

§1. Reports and Recommendations

A report or recommendation of a committee becomes the action of the Society only to the extent it is approved by the Board of Directors.

- a. Distribution of Reports - A report or recommendation of a committee may not be released to the public before the Board of Directors considers it, unless the President authorizes it for distribution.
- b. Restrictive Statement - Prior to approval by the Board of Directors any material containing a report or recommendation must prominently state at the outset that it represents the opinion or position of the committee making the report rather than the opinion or position of the Society. If a report or recommendation of a committee is disapproved by the Board of Directors, the said report or recommendation, if published, must prominently state at the outset that it has been disapproved and does not represent the opinion or position of the Society.

§2. Representation

The President or the President's designee may express the policy of the Society as determined by the Board of Directors.

- a. Briefs - If representation of the Society involves the filing of a brief, its submission must be approved by the Board of Directors or the President before it is submitted.
- b. Personal Views of Members - Any member who, when making a public utterance, permits himself or herself to be identified as having an official connection with the Society, or one of its committees, shall, if the policy of the Society on the subject matter has been determined by the Board of Directors,

fairly state that policy and, if the member expresses views at variance with it, clearly identify the variance as personal views only. If there has not been, or if the member has no knowledge of any such policy determination, the member shall nevertheless identify the utterances as personal views.

§3. National Advisory Council

The Board of Directors shall have authority to establish a National Advisory Council (NAC) to aid the Society and may establish rules, guidelines, or procedures to govern its structure and activities. The Chair of the NAC shall be an elected officer of the Society as provided in Articles V, §1. Members of the NAC shall be appointed by the President subject to subsequent ratification by the Board. Neither the Council nor its members, individually or collectively, shall have authority to act on behalf of the Society for the purpose of creating any legally enforceable rights or obligations.

§4. State Chapters

Subject to Board approval, AJS members may establish state chapters in accordance with the purposes, policies and Bylaws of the Society.

§5. Indemnification

- a. To the fullest extent permitted by law, this Society shall indemnify its current and former directors and officers, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct.
- b. As used in this Section, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.
- c. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, as authorized by the Board of Directors upon receipt of an undertaking, in a form acceptable to the Board, by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this Section 5.

§6. Insurance

The Society shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's or agent's status as such,

whether or not the Society would have the power to indemnify the agent against such liability under Article X, § 6 of these Bylaws; provided, however, that the Society shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Society for any self-dealing transaction.

§7. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Illinois General Not for Profit Corporation Act of 1986, as amended, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Article X. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at any regular meeting or at a special meeting called for that purpose. Notice of a proposed amendment shall be mailed to all Directors at least ten (10) days before the day set for such meeting.

Last revision 10/2009