

## **Advocates Society**

The Association of Polish-American Attorneys

Constitution and Bylaws

### **ARTICLE I. NAME**

The name of this organization shall be “Advocates Society.”

Its sub-name shall be “The Association of Polish-American Attorneys.”

This document shall constitute its Constitution and Bylaws (“Constitution”), under and through which it shall be governed.

### **ARTICLE II. PURPOSES AND OBJECTIVES**

The purpose of this Society shall be to promote the welfare of its members; establish and maintain proper relationships with the general public; promote the progress of the law and the administration of justice; maintain the honor and dignity of the legal profession; and to foster interest in Polish-American culture and heritage.

### **ARTICLE III. GENERAL MEMBERSHIP**

#### *Section 1. Eligibility*

Any person of Polish descent or affinity, who is duly licensed to practice law before any Court of the United States of America or any of its States, whose application has been accepted, whose initial admission fee has been paid, and who is in good standing through the payment of dues, is eligible for General Membership in this Society.

#### *Section 2. Applications*

Applications for membership shall be in writing upon a form prescribed by the Board of Governors, and shall bear the recommendation of two members of this Society. All applications shall be accompanied by the initial admission fee, as published by the Board of Governors.

#### *Section 3. Procedure*

(a) All applications for membership shall be received by the Secretary. The names of all candidates shall be emailed to the General Membership at least seven (7) days prior to the General Meeting at which the candidate’s application is considered.

(b) The General Membership shall vote upon all applications at a General Meeting. An affirmative vote of a majority of General Members in good standing who are present and voting at a General Meeting is required for acceptance of an application for membership. Upon

receiving the requisite number of votes for acceptance, the Secretary shall immediately notify the applicant and add such member's name to the membership roll, which shall be updated and published to the membership each year.

#### *Section 4. Retirement Status*

(a) Any member in good standing for at least ten (10) years immediately preceding his or her application for retirement status, who has attained age sixty-five (65) years or more, and who has retired from all active employment and not resumed any active employment, may upon application and the affirmative vote of a majority of the membership present and voting at a General Meeting, shall be eligible for retirement status and excused from the future payment of dues and special assessments. Applications for retired status shall be received by the Secretary. Any such member on retirement status shall continue to enjoy all rights and privileges of membership.

(b) Retirement status may also be conferred upon and maintained by any member in good standing who becomes totally disabled and is unable to engage in any active employment. Such retirement status may be requested by a member of the Society or the member's family.

#### *Section 5. Dues and Assessments*

(a) By the start of each fiscal year, the Board of Governors shall have the authority to determine annual membership dues and initial admission fees. Upon admission, initial admission fees shall be credited to annual membership dues for that fiscal year, except that such fee of any applicant admitted after September 1st shall be applied to annual membership dues for the next succeeding fiscal year. To the extent admission is denied, any initial admission fee by or for the candidate shall be refunded.

(b) Special Assessments may be levied by the affirmative vote of a majority of the members in good standing voting at any meeting General Meeting. Notice of a request to levy a Special Assessment shall be published in the Newsletter prior to the General Meeting at which such assessment is considered.

#### *Section 6. Suspension, Forfeiture, Good Standing and Resignation*

(a) Any member shall be suspended from membership if he or she is delinquent on September 1st of any year in the payment of dues or special assessments or for other good cause. The Secretary shall immediately notify the member of such suspension.

(b) Any person who has been suspended from membership for the nonpayment of dues or special assessments shall be reinstated to membership upon full payment of the amount owed at the time of such suspension and payment of the dues and special assessments for the year in which the reinstatement is sought.

(c) Any member who has been disbarred or suspended for misconduct, from the practice of law in any jurisdiction shall automatically forfeit his or her membership and be stricken from the

membership roll. The Secretary shall immediately notify the person of such forfeiture. Upon his or her reinstatement to the practice of law, such person shall be eligible to apply for new membership in accordance with the procedure and provisions of Article III hereof.

(d) Only members whose dues and any special assessments are paid in full by May 1st shall be in good standing. A member whose dues and/or special assessments are not paid by such date may pay them at any time thereafter and be considered in good standing.

(e) Any member may resign at any time by submitting his or her resignation in writing to the Society, but such resignation shall not relieve the member from any obligation to pay any indebtedness to the Society existing at the time of the resignation. A member resigning after the start of the fiscal year will not be entitled to a refund of all or any part of that fiscal year's membership dues.

#### **ARTICLE IV. HONORARY MEMBERSHIP**

(a) The Society may confer Honorary Membership upon any person who has made an outstanding contribution to jurisprudence. Nominations for Honorary Membership shall be submitted to the Board of Governors for approval.

(b) Upon approval by the Board, notice of the name of a candidate for Honorary Membership must be published in the Newsletter prior to the General Meeting at which the nomination is considered. Honorary Membership shall be conferred by the affirmative vote of two-thirds of the General Members present and voting at a General Meeting.

(c) Honorary Members shall be permitted to attend General Membership Meetings and shall receive notice of the same. They shall not be permitted to vote upon any matters and shall not chair any Standing or Special Committee.

(d) Honorary Members shall not be required to pay any dues or special assessments.

#### **ARTICLE V. STUDENT MEMBERSHIP**

##### *Section 1. General*

Any person meeting the requirements of Article III, except that such person is not licensed to practice law in any jurisdiction, but is a student attending an accredited law school, shall be eligible for Student Membership in the Society.

##### *Section 2. Procedure*

The procedure for admission shall be the same as set forth in Article III, Sections 2 and 3.

##### *Section 3. Dues*

(a) The Board of Governors shall have the authority to determine dues owed by Student Members and any fees for initial Student Membership.

(b) Each applicant for Student Membership shall pay an initial admission fee equal to the then applicable dues amount. Such amount shall be paid when the application is received by the Secretary. Upon admission, this sum shall be credited to Student Membership dues for that fiscal year, except that such sum received from any applicant admitted to Student Membership after September 1st, shall be applied to Student Membership dues for the next succeeding fiscal year.

#### *Section 4. General Membership*

Upon admission to the practice of law in any jurisdiction, Student Members shall automatically become General Members of the Society.

#### *Section 5. Meetings and Voting.*

Student Members shall be permitted to attend General Meetings and shall receive notice of the same. They shall have all the rights and privileges of General Members, except they cannot vote, hold office in the Society, be chairs of any committees or be members of the Board of Governors. Student Members who are members of a Standing, Special or *ad hoc* committee may attend Board of Governor meetings and shall receive notice of same, but may not participate in any vote of the Board of Governors.

### **ARTICLE VI. ASSOCIATE MEMBERSHIP**

#### *Section 1. General*

Any person meeting the requirements of Article III, except that such person is not licensed to practice law in the United States of America or any of its States, shall be eligible for Associate Membership in the Society.

#### *Section 2. Procedure*

The procedure for admission shall be the same as set forth in Article III, Sections 2 and 3.

#### *Section 3. Dues*

(a) By the start of each fiscal year, the Board of Governors shall have the authority to determine dues owed by Associate Members and any fees for initial Associate Membership.

(b) Each applicant for Associate Membership shall pay an initial admission fee equal to the then applicable dues amount. Such amount shall be paid when the application is received by the Secretary. Upon admission, this sum shall be credited to Associate Membership dues for that fiscal year, except that such sum received from any applicant admitted to Associate Membership

after September 1st, shall be applied to Associate Membership dues for the next succeeding fiscal year.

*Section 4. Meetings and Voting.*

Associate Members shall be permitted to attend General Meetings and shall receive notice of the same. They shall have all the rights and privileges of General Members, except they cannot vote, hold office in the Society, be chairs of any committees or be members of the Board of Governors. Associate Members who are members of a Standing, Special or *ad hoc* committee may attend Board of Governor meetings and shall receive notice of same, but may not participate in any vote of the Board of Governors.

**ARTICLE VII. NOTICES**

(a) The Society shall publish a Newsletter for the purpose of keeping the membership advised of Society activities and the activities and achievements of members. Otherwise, all required notices shall be emailed at least seven (7) days in advance, unless otherwise provided and required by the Board of Governors, or unless the notice involves amendments to these bylaws in which case notice shall be emailed at least twenty-one (21) days in advance.

(b) The number of Newsletters and approximate dates of publication shall be determined each fiscal year by the Board of Governors, taking into account when any notice is required to be given to members.

(c) The Newsletter shall be made available by email transmission, except that if any person entitled to receive the Newsletter requests a printed copy, the copy should be provided by First Class Mail.

**ARTICLE VIII. OFFICERS AND BOARD OF GOVERNORS**

*Section 1. General*

(a) The Officers of this Society shall be President, First, Second and Third Vice-Presidents, Secretary, Treasurer and Historian.

(b) The management of this Society shall be vested in the Board of Governors, which shall consist of the Officers, the Chairs of all Standing Committees and all of the Past Presidents. All members of the Board of Governors must be General Members in good standing. The Board of Governors shall advise, guide, direct and determine the overall policy of this Society.

(c) All persons elected to office must be in good standing and shall serve for a period of one (1) year. Nothing herein shall be construed to prohibit a person from serving successive terms for the same office.

*Section 2. Nomination of Officers*

(a) There shall be chosen at the General Membership Meeting in September a Nominating Committee of three (3) General Members in good standing, whose duty it shall be to consider and nominate the Officers of the Society for the ensuing year. The Nominating Committee shall be chosen in the following manner:

(1) Two (2) General Members shall be elected by the General Membership upon receiving the highest number of votes of members in good standing present and voting from a list of candidates nominated from the floor.

(2) The third member, who shall be the Chairman of the Nominating Committee, shall be appointed by the President.

(b) The Nominating Committee shall present a signed, written report at the Meeting of the Board of Governors in October. The names of the Nominees shall be published in the Newsletter published immediately following the October Board of Governors meeting.

(c) Additional candidates may be nominated only by a petition signed by not less than ten (10) members in good standing. Such Nominating Petition shall state the name of the candidate and the office for which his or her candidacy is submitted. Such Nominating Petition must be filed with either the President or the Secretary on or before the date of the Board of Governors meeting in November.

(d) In the event such additional nominating Petition is filed, the names of all candidates shall again be published in the Newsletter following the November Board of Governors Meeting.

### *Section 3. Election of Officers*

(a) The election of Officers shall be held at the General Membership Meeting in December.

(b) A person shall be elected to the office for which he or she was nominated upon the affirmative vote of a majority of the General Members in good standing present and voting at the General Membership Meeting in December.

(c) In the event that more than one person is nominated for any office, the election for such office shall be held by secret ballot. Nominees for any contested office may make a personal statement before the General Membership prior to balloting. The ballot shall designate under separate captions the nominees of the Nominating Committee and the nominees by Nominating Petition.

### *Section 4. Duties of officers*

(a) President: The President shall be the Chief Executive Officer of the Society. He or she shall preside at all General and Special Meetings of the Society and at all Meetings of the Board of Governors. He or she shall perform the duties pertaining to the office of President. Except as otherwise herein provided, he or she shall appoint the Chairs and Vice

Chairs of all Standing Committees and announce such appointments at the General Membership Meeting following his or her installation. He or she shall appoint all Special and *ad hoc* Committees and their Chairs. He or she shall be an *ex-officio* member of all Committees. The President shall perform such other duties as may be prescribed by the Board from time to time.

(b) Vice Presidents: In the absence of the President, the Vice Presidents, in the order of their office, shall discharge all the duties of and be vested with all the authority of the President. The duties of the Vice Presidents shall be as follows:

(1) 1st Vice President shall be the Program Director of the Society. It will be his or her duty to coordinate with the Mandatory Continuing Legal Education Committee to provide a program for the General Membership Meetings, to make all arrangements for the annual Installation of Officers, and to assist the President and the House Committee regarding refreshments and other arrangements for the General Membership meetings.

(2) 2nd Vice President shall make all arrangements for the annual scholarship fundraising event and shall assist the 1<sup>st</sup> Vice President with the annual Installation of Officers.

(3) 3rd Vice President shall be responsible for organizing and coordinating the Society's participation in the Annual Polish Constitution Day Parade, for making any arrangements for conducting a "Law Day" program and shall assist the 2<sup>nd</sup> Vice President with the annual scholarship fundraiser.

(c) Secretary: In addition to other duties and directives elsewhere stated, the Secretary shall keep a record of all proceedings of the Society and of the Board of Governors. He or she shall keep a roll of the membership and shall, with the concurrence of the President, conduct all correspondence of the Society. He or she shall be responsible for filing the Annual Report with the Illinois Secretary of State. He or she shall notify all members of the time, date and location of all meetings of the Society, unless the President has otherwise delegated such duty. He or she will, within thirty (30) days of the end of his or her term of office, properly transition the record of all proceedings of the Society to his or her successor.

(d) Treasurer: The Treasurer shall be the Chief Financial Officer and Custodian of all funds and assets of the Society, except such funds as are authorized by the Board of Governors to be held by other members. He or she shall make all disbursements pursuant to the authorization of the Society or Board of Governors. He or she shall maintain books of account. All disbursements shall be made by check pursuant to vouchers submitted to him or her, except that disbursements may be made by credit card upon specific authorization by the Board of Governors. All monies and dues shall vest in the name of the Society and shall be carried and maintained in the name of the Society. He or she shall, at the end of his or her term, obtain the financial records of all other Society accounts which are authorized by the Board of Governors to be held by other members. Such other accounts shall be included and reflected in his or her Annual Report to be submitted to the Finance and Budget Committee and to the Board of Governors at the end of said term. At least once during each of the first three quarters of the fiscal year and at the end of the fiscal year, or more often if the Board so requires, the Treasurer shall present at a Board of Governors meeting, a written report which should include a summary

of the Society's year-to-date revenues, cash disbursements, cash balances and committed but unpaid funds.

(e) Historian: The Historian shall obtain from the Secretary and the Newsletter Editor copies of all records of proceedings, correspondence, Newsletters and notes made or taken by the Secretary during the preceding fiscal year. The Historian shall assemble, compile and edit historical data and prepare an annual summary of activities of the Society for the fiscal year; and he or she shall preserve the same in an appropriate book for the annals of the Society.

(f) The Officers shall perform such other duties as may be assigned to them from time to time by the President and/or the Board of Governors.

#### *Section 5. Authority of President and Others*

(a) The President may sign contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by this Constitution to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed.

(b) Only the President has the authority to bind the Society contractually, except that: (a) the Board of Governors may specifically authorize another person to execute a contract on behalf of the Society; and (b) the President may, in writing, specifically delegate to other persons the authority to bind the Society contractually under conditions set forth in the written authorization. Only contracts made pursuant to this section are valid.

#### *Section 6. Vacancies*

(a) In the event any Officer shall die, resign, be unable to perform his or her duties or be derelict in the performance of his or her duties or shall in any other manner be ineligible to hold office in this Society, a vacancy of office shall be declared by the Board of Governors, or the General Membership in accordance with (e) immediately following, as the case may be.

(b) Any vacancy occurring in an Office shall be filled by the majority vote of the remaining members of the Board of Directors.

(c) The member elected to fill a vacancy must be in good standing and shall serve in such Office for the balance of the unexpired term thereof.

(d) Except as otherwise provided in (b) and (c) above, the Vice Presidents, in the order of their seniority of office, shall automatically succeed to the office of president in the event of a vacancy of such office for the balance of the unexpired term thereof.

(e) Upon a finding by the Board of Governors that an Officer is unable to perform his or her duties, or is derelict in the performance of such duties, or is in any other manner ineligible to hold office, such Officer shall be immediately notified by the Secretary of such finding and the reasons therefore. At the next General Membership Meeting, or such other General Membership



Meeting as the Board of Governors shall determine, a hearing on the question of removal of such person from his or her office shall be held. Notice of such hearing shall also be contained in the notice of the General Membership Meeting at which the hearing is to be held. Upon the affirmative vote of two thirds (2/3) of the members in good standing voting at such General Membership Meeting, such person shall be removed from office and a vacancy thereof declared. Such vote shall be by secret ballot.

## **ARTICLE IX. MEETINGS**

### *Section 1. Meetings of the Society*

(a) The Society shall hold regular General Membership meetings at least six (6) times per year. One General Membership meeting shall be the Installation Dinner. The date, time, number and location of such meetings shall be determined by the President, in consultation with the Board, except as otherwise required in other Articles of this Constitution. Additional General Membership meetings may be held as deemed necessary by the President, upon proper notice, including but not limited to meetings at Judges Night and the Scholarship fundraiser. The regular order of business may be dispensed with at any meetings held at the Installation dinner, Judges Night and the Scholarship fundraiser.

(b) Special Membership Meetings may be called by the President, any three (3) or more members of the Board of Governors or any fifteen (15) or more General Members of the Society in good standing upon written call specifically stating the reason for such special meeting and signed by all such members. No business shall be conducted at such special meeting other than that specifically stated in the written call thereof.

(c) Notice of the date, time and location of every General Membership or Special Meeting shall be published in the Newsletter sent to every member not less than five (5) days prior to any such meeting. The notice for any Special Membership Meeting called by any fifteen (15) or more General Members in good standing must be accompanied by the written call signed by such members.

(d) The quorum for any regular monthly General Membership Meeting shall be at least fifteen (15) General Members in good standing.

(e) The quorum for any Special Membership Meeting shall be at least fifteen (15) General Members in good standing.

(f) Except as otherwise provided in this Constitution, passage of any item voted on requires a quorum and a majority vote of General Members in good standing voting at a membership meeting.

(g) The Order of Business of all regular monthly General Membership Meetings shall be as follows:

(1) Approval of the Minutes of the prior General Membership Meeting.

- (2) Approval of the Minutes of the prior Board of Governors Meeting.
  - (3) Reports of Officers.
  - (4) Reports of the Standing Committees.
  - (5) Reports of the Special Committees.
  - (6) Unfinished Business.
  - (7) New Business.
  - (8) Adjournment.
- (h) Robert's Rules of Order (Revised) shall govern all proceedings of the General and Special Membership Meetings of this Society, except where the same conflict with any provision of this Constitution. In the event of any such conflict, the provisions of this Constitution shall control.

*Section 2. Meetings of the Board of Governors*

- (a) The Board of Governors shall hold meetings every month except during the months of July and August. The date, time and location of such meetings shall be determined by the President.
- (b) Special Meetings of the Board of Governors may be called by the President or upon the written request of any three (3) members of the Board, who are members in good standing. Such written request shall be sent to the President or Secretary. Upon receipt of such request, the President shall set the date, time and location of such Special Meeting within not later than fourteen (14) days prior to such meeting.
- (c) Notice of the date, time and location of every Regular and Special Meeting of the Board of Governors shall be sent by email by the Secretary to every member of the Board of Governors at least seven (7) days in advance.
- (d) The quorum for any Regular or Special meeting of the Board of Governors shall be at least seven (7) Board members in good standing, and Board members may participate by telephone.
- (e) The order of business of all regular monthly Board of Governors Meetings shall be as follows:
  - (1) Approval of the Minutes of the prior General Membership Meeting.
  - (2) Approval of the Minutes of the prior Board of Governors Meeting.

- (3) Reports of Officers.
- (4) Reports of Standing Committees.
- (5) Reports of Special and any *ad hoc* Committees.
- (6) Unfinished Business.
- (7) New Business.
- (8) Adjournment.
- (h) Robert's Rules of Order (Revised) shall govern all proceedings of the Board of Governors Meetings except where the same conflict with any provision of this Constitution. In the event of any such conflict, the provisions of this Constitution shall control.

## **ARTICLE X. COMMITTEES**

### *Section 1. Standing Committees.*

The Standing Committees of this Society, may include, without being limited to, the following Committees:

(a) **Award of Merit**, whose duty it will be to consider and review candidates for the Society's Award of Merit. The Committee will follow the following procedures and guidelines:

- (1) The purpose of the Award shall be to honor an individual from the Greater Chicagoland area who has contributed to the advancement and progress of the Polish Community in Chicago in some special way or by a history of service thereto.
- (2) The Awardee need not necessarily be Polish-American or necessarily a member of the legal profession.
- (3) The Awardee will not normally be a member of the Society, except in a most unusual circumstance.
- (4) The Award will be presented at the Installation dinner at which the Awardee will normally be the principal speaker.
- (5) The Awardee should be present to personally receive the Award.
- (6) The Award will normally be presented annually but will not be presented if there is no qualified nominee.
- (7) The committee will submit to the Board of Governors at its regular Meeting in November, a list of three (3) candidates together with its statement as to why such persons

should receive the Award. Such statement will describe, with particularity, the contributions each candidate has made with a view to the purpose of the Award.

(8) The Board of Governors may, at said meeting, may take any of the following actions: (a) approve one or more of the candidates to receive the award and rank or (b) disapprove all of the candidates to receive the award.

(9) If more than one of the Committee's proposed candidates is approved to receive the award, the Board shall rank the candidates as first, second and third choice, as appropriate. The President shall advise the Board's first choice nominee that he or she has been selected to receive the Award.

(10) If the first choice nominee declines the Award or is otherwise unable to accept it, the President shall advise the second choice nominee, if any, that he or she has been selected to receive the Award. Likewise, if the second choice nominee declines the Award or is otherwise unable to accept it, the President shall advise the third choice nominee, if any, that he or she has been selected to receive the Award. If the third nominee declines the Award or is otherwise unable to accept it, or if the Board does not approve any of the Committee's Candidates, no Award will be presented for the year.

(b) **Constitution and Bylaws**, whose duty it will be to receive, review and recommend to the General Membership amendments and changes to the Constitution .

(c) **Finance and Budget**, whose duty it will be to submit at the meeting of the Board of Governors in March, a proposed budget reflecting estimated income and expenditures for the ensuing year. The Chair of this Committee shall be the Treasurer of the Society.

(d) **Mandatory Continuing Legal Education**, whose duty it will be to make submissions to the MCLE Board in order to obtain CLE credit for those attending legal programs of the Society, to keep appropriate records of attendance, to prepare and distribute certificates of attendance and to report as needed to the Secretary and/or the Editor of the Newsletter regarding current decisions and changes in of practice, procedure and substantive law for inclusion in the Newsletter.

(e) **Membership**, whose duty it will be to seek and solicit new members and facilitate applications for membership, and work to maintain current membership.

(f) **Newsletter**, whose duty it will be to publish to publish a Newsletter for distribution to the members as directed by the President in consultation with the Board of Directors and as otherwise provided in this Constitution. The Editor of the Newsletter shall be the Chairman of this Committee. In the event that the President has not appointed a Newsletter Editor, it shall be the duty of the Secretary to edit and publish the Newsletter.

(g) **Public Relations**, whose duty it will be to publicize the activities of the Society insofar as they affect the public at large; to obtain due recognition of the efforts of this Society and its

members; and establish and maintain proper and suitable relations between the public and the Bar.

(h) **Steering**, whose duty It shall be to consider all matters pertaining to civic or political endorsements for elective or appointive office and to make recommendations relating thereto, in accordance with the following provisions:

(1) The members of this Committee shall consist of all past Presidents in good standing. The Chair of the Committee shall be the immediate past President of the Society.

(2) The report of the Committee shall be submitted to the Board of Governors for its information and any action it deems appropriate.

(3) Following such Board of Governors Meeting, the report of the Governors, if any, shall be made to the General Membership and the matter reported upon shall be submitted to the vote of the membership at the next Regular Monthly General Membership Meeting.

(i) **Welfare**, whose duty it will be to observe and perform the usual and customary services incident to the illness, bereavement or death of a member of this Society or of his or her immediate family.

#### *Section 2. Other Committees.*

Special and/or *ad hoc* committees can be formed by appropriate resolution of the Board of Governors. Such committees will be automatically disbanded upon their mission completion or otherwise by appropriate resolution of the Board of Governors.

#### *Section 3. Committee Reports.*

Each of the above designated committees shall render, from time to time, a report to the Board of Governors or the membership, pertaining to its action, together with its respective recommendations. They shall also, at the General Membership Meeting in January, render a written report covering their activities during the fiscal year.

### **ARTICLE XI. FISCAL YEAR**

The fiscal year of the Society shall be from the 1st day of March to the last day of February.

### **ARTICLE XII. AMENDMENTS**

This Constitution may be amended by the affirmative vote of two-thirds (2/3) of the members in good standing and voting at any Regular or Special meeting of the Society, provided that (a) written notice of any proposed amendment must be given to each member in the notice or call for such meeting; and (b) a quorum of members who have the right to vote and are in good standing at that time, are physically present at such meeting.

