

BYLAWS  
OF  
NATIONAL LAWYERS GUILD - CHICAGO, INC.  
(AN ILLINOIS NOT FOR PROFIT CORPORATION)

ARTICLE 1

NAME

The name of the not for profit corporation shall be the National Lawyers Guild – Chicago, Inc. (hereinafter “NLG- Chicago”).

ARTICLE 2

OFFICES

NLG-Chicago shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the state.

ARTICLE 3

PURPOSE

3.1 Purposes. NLG-Chicago is organized exclusively for charitable, educational and social purposes including, without limitation, the following purposes:

- (a) to eliminate racism;
- (b) to safeguard and strengthen the rights of workers, women and oppressed and underrepresented people, upon whom the welfare of the entire nation depends;
- (c) to maintain and protect our civil rights and liberties in the face of persistent attacks upon them; and
- (d) to use the law as an instrument for the protection of the people, rather than for their repression.

***"...to the end that human rights shall be regarded as more sacred than property interests."***

Notwithstanding any other provisions of these Articles, NLG-Chicago shall not carry on any other activity not permitted to be carried on by a not-for-profit corporation organized under the laws of the State of Illinois pursuant to the provisions of the General Not For Profit Corporation Act of 1986 (the "Act").

No part of the net earnings of NLG-Chicago shall inure to the benefit of, or be distributable to its Directors (as defined in Article 5 hereof) or other private persons, except that NLG-Chicago shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

3.2 Dissolution. Upon the dissolution of NLG-Chicago, the Directors shall, after paying or making provisions for the payment of all the liabilities of NLG-Chicago, including the creation of reasonable reserves for existing commitments and contingent liabilities, dispose of all the assets of NLG-Chicago exclusively for the purposes of NLG-Chicago in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of NLG-Chicago is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE 4

#### MEMBERS

4.1 Types of Members. The following persons are eligible for membership in NLG-Chicago:

- (a) Attorneys licensed to practice law in any state or territory of the United States or any foreign jurisdiction;
- (b) Legal workers, including, without limitation, legal assistants, paralegals and similar workers in the legal profession;
- (c) Law students; and

(d) Jailhouse lawyers.

4.2 Admission of Members. Any person in any category of Section 4.1 hereof who has applied for membership in the National Lawyers Guild, has paid her/his applicable dues and who resides in the Chicago metropolitan area shall be admitted as a member without regard to sex, disability, national origin, sexual preference, sexual orientation, gender identification, age, color, race, religion, marital status, formal educational level, or condition of restraint within any institution.

4.4 Rights of Members. NLG-Chicago shall have only one class of members and all members shall have the same rights, privileges, restrictions and conditions. Each member shall be entitled to one vote on each matter submitted to a vote by the members. Voting shall be by voice vote, provided, however, elections shall be by ballot. Members entitled to vote shall not be permitted to vote by proxy.

4.5 Good Standing. A member shall be considered in good standing if her/his dues are paid for the current year.

4.6 Termination and Transferability of Membership. Membership in NLG-Chicago will terminate for the following reasons:

(a) Receipt by the Board of Directors of the written resignation of a member.

(b) The failure of a member to pay her/his annual dues on or before the due date unless such failure is due to hardship and waived by a majority of the Board.

(c) For conduct contrary to the purposes of NLG-Chicago as determined by a two-thirds (2/3) vote of all the members.

4.7 Fees, Dues and Assessments. The annual dues shall be in an amount determined by the National Office of the National Lawyers Guild. Failure to pay dues shall result in loss of membership and good standing.

4.8 Non-liability of Members. No member of NLG-Chicago shall be personally liable for the debt, liabilities or obligations of NLG-Chicago.

4.9 Meetings of Members.

(a) Annual Membership Meeting. The Chicago Chapter shall hold an annual membership meeting in September, October or November of each year. Business at the

annual membership meeting shall be limited to a report of Chicago Chapter activities during the preceding year and a vote for Directors for the next year, which will be conducted in accordance with §5.3 of these by-laws. Notice that such meeting shall be an election meeting shall be provided at least thirty (30) days prior to such meeting and shall include the slate of candidates nominated for the Board of Directors (“Directors” or “Board”) and a ballot.

(b) Other Membership Meetings. The Board shall call and convene other membership meetings at its discretion, consistent with these Bylaws. Notice of such meetings shall be furnished to members not less than ten (10) days prior to such meeting. Provided, that upon the written request of ten percent (10%) or ten of the members in good standing, whichever is greater, the Board shall call and convene a membership meeting within forty-five (45) days of receiving the request, for the purpose of considering the matters specified in the request and such other matters consistent with these Bylaws.

(c) Additions to the Agenda for Membership Meetings. Within ten (10) days prior to such meeting, any member may request, communicated to the person(s) designated by the Board in writing, that the Board add a matter or item to the meeting agenda. The Board shall send a revised meeting notice incorporating any additions to the agenda at least five (5) days prior to the date of the meeting.

(d) Contents and Manner of Notice. Membership meeting notices shall include the agenda. Any member attending meetings shall be deemed to have waived notice of such meeting, unless her/his appearance at such meeting is solely to contest the validity of notice of such meeting. Notice of member meetings may be delivered via electronic mail or by U.S. mail, in each case to the last known address of each NLG-Chicago member. Notice will be deemed to have been given at the time such notice is sent electronically and/or deposited in the mail.

(e) Quorum for Member Meetings. A quorum shall consist of one-third (1/3) of NLG-Chicago members in good standing, but not less than ten (10) members in good standing. The Board shall determine if a member is in good standing at any meeting where a vote will be held.

(f) Conduct of Meetings. Meetings shall be presided over by the person designated by the Board, or in her/his absence, any other member of the Board. In the absence of all of those persons, a chair for the meeting shall be elected by a majority of those present at the meeting. The person designated as secretary shall keep minutes of the proceedings and in her/his absence; the presiding officer shall appoint a person to record minutes of the meeting. The current edition of Robert’s Rules of Order Newly

Revised shall govern the membership meetings in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order NLG-Chicago may adopt. Unless otherwise provided by the Articles of Incorporation or these Bylaws, every act or decision made by a majority of members in good standing present in person at a duly constituted meeting at which a quorum is present is the act of the members.

## ARTICLE 5

### BOARD OF DIRECTORS

5.1 General Powers. The affairs of NLG-Chicago shall be managed by the Board of Directors ("Board" or "Directors," as the case may require).

5.2 Numbers and Qualifications.

(a) NLG-Chicago shall have between seven (7) and fifteen (15) Directors including the law school representative ("Student Director"). The Board may also include legal workers and jailhouse lawyers. The Board will designate a Director to serve as Treasurer, whose duties are provided in Section 5.12 below. Election, removal, resignation and term of office of officers that constitute the Directors shall be in the manner provided in Section 5.3 below. Election of the Student Director shall be as provided in Section 5.13 hereof.

(b) The sitting Board shall determine the number of Directors for the following year, and shall so inform the membership in the notice of annual meeting.

(c) Any member in good standing shall be eligible to serve on the Board of Directors.

(d) NLG-Chicago seeks to have a diverse Board and encourages Board representation for all segments of the legal community, including without limitation, legal workers and jailhouse lawyers.

5.3 Election and Term of Office.

(a) Annual Meeting. Election of Directors shall take place by ballot at the annual meeting. Candidates for the Board may submit a written statement to the members prior to the election meeting.

(b) Nominations. Any Chicago Chapter member or any committee duly designated by the Board may submit the name of any member in good standing for election to the Board.

(c) Balloting. Election of Directors shall be by paper or electronic ballot submitted to the membership at least two (2) weeks prior to the annual meeting. Ballots may be returned to either NLG-Chicago's office by mail, electronic mail or personal delivery received prior to the annual meeting or delivered at the annual meeting. Cumulative voting shall not be permitted.

(d) Term of Office. The term for each Director of NLG-Chicago shall be for two (2) years except for the term for Student Director shall be for one (1) year. Directors (excluding the Student Director) terms of office shall be staggered so that no more than fifty percent (50%) of Directors are elected in each year. In the first year of implementation of these By-Laws, fifty percent (50%) of Directors shall be elected for a two (2) year term and fifty percent (50%) of Directors shall be elected for a one (1) year term.

5.4 Meetings. The Directors shall meet at least quarterly in person to discuss and determine the business of NLG-Chicago. Meetings of Directors shall be open to all members. Directors shall specify the meeting date of meetings by notice to the members at least ten (10) days prior to such date. Notice may be made via telephone, electronic mail, Internet through NLG-Chicago's list serve or by regular mail, in each case to the member at her/his residence, business or email address.

5.5 Quorum. A simple majority of the Directors then serving, who shall be present in person, shall constitute a quorum for the transaction of business at any meeting of the Directors. Directors may not vote by proxy.

5.6 Manner of Acting. The act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors, except where a greater vote is specified in these Bylaws.

5.7 Minutes. Minutes of meeting of Directors shall be kept by the person designated as secretary for such meeting by a majority of Directors present at the meeting. Minutes of Directors' meetings shall be transmitted to members via by posting the same on the NLG Chicago website within five (5) days after such meeting.

5.8 Informal Action by Directors. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if consented to via electronic mail by a majority of all of the Directors entitled to vote with respect to the subject matter thereof, as the case may be.

5.9 Responsibilities. It shall be the responsibility of the Directors to dutifully perform all tasks and duties consistent with the purpose for which NLG-Chicago is established. The Directors shall have the authority to govern NLG-Chicago consistent with NLG-Chicago's Articles of Incorporation, Bylaws and the Act.

5.10 Removal. Any Director elected by the members or appointed by the Directors may be recommended for removal by a majority vote of the members present at a meeting called for such purpose, provided such meeting has a quorum and otherwise meets the requirements herein, whenever in their judgment the best interests of NLG-Chicago would be served thereby. If removal of a Director is recommended at such a meeting, then the Board shall send a notice with ballot to the membership specifying the reason for such recommendation. Such removal ballots may be returned to NLG-Chicago office by mail or in person within the deadline set by the Board; provided, however, such date shall not be less than two (2) weeks after mailing. An affirmative vote of a majority of the membership shall be required for removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Additionally, any Director missing three (3) consecutive meetings of the Board of Directors shall automatically be removed.

5.11 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5.12 Committees.

(a) Standing Committees. The following committees shall be established:

(i) Membership Committee – purpose to develop new members; oversee election of Directors including procedures to develop the slate of Director candidates submitted to members for election and election procedure; determine who is eligible of members to vote and contact lapsed members.

(ii) Finance Committee – purpose is to oversee the finances of NLG-Chicago; seek funding resources; and review and prepare grant proposals. The Finance Committee shall include the person designated by the Board as treasurer, who shall have the following duties:

(A) The Treasurer shall be the principal accounting and financial officer of NLG-Chicago. Subject to the provisions of Article 7 of these Bylaws, the Treasurer shall:

(x) have charge and custody of and be responsible for all funds and securities of NLG-Chicago; receive and give receipts for

monies due and payable to NLG-Chicago from any sources whatsoever, and deposit all such monies in the name of NLG-Chicago in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws;

(y) develop an annual budget of the expenses of NLG-Chicago which must be approved by the Directors; and

(z) in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Directors.

(iii) Dinner Committee – purpose to plan and implement NLG-Chicago’s annual dinner.

(iv) Next Generation Committee – purpose to build and sustain the next generation of membership in NLG-Chicago, to coordinate the activities of NLG-Chicago with the law student chapters, and to help develop programs and materials with law students and younger attorneys and legal workers.

(v) Mass Defense Committee – purpose to coordinate NLG-Chicago’s legal observer program, conduct legal observer training, conduct “Know Your Rights” programs, and coordinate the defense of persons arrested in demonstrations or other First Amendment activities and other activities consistent with these purposes.

(vi) Continuing Legal Education Committee – purpose to obtain certification of NLG-Chicago as an authorized provider of continuing legal education programs and to organize and coordinate such programs.

(vii) Media and Technology Committee – purpose to coordinate and supervise NLG-Chicago’s website, prepare and distribute communications with members such as newsletters and prepare and coordinate communications with other external media.

(b) Ad Hoc Committees. The Board of Directors may establish such committees as they deem necessary for the operation of NLG-Chicago. Such committees shall have such authority and responsibilities as designated by the Board of Directors; provided, however, that no committee shall have more authority than that granted to the Directors.

#### 5.13 Election of Student Director.



(a) Qualification. A Student Director must be an NLG-Chicago member enrolled in a Chicago area law school at the time of her/his election; provided, however, that a law student graduating within three (3) months after the election shall not be an eligible candidate for Student Director.

(b) Election. The Student Director shall be elected on or prior to the date of NLG-Chicago annual meeting by a majority vote of NLG-Chicago members enrolled in Chicago area law schools ("student members") in a manner determined by the student members and approved by the Board. If the student members do not elect a Student Director then the Board shall not have a Student Director for that year.

(c) Other Offices. Nothing in this section shall prohibit any student member from holding any office described in these by-laws if otherwise eligible.

(d) Term. A Student Director shall serve a one (1) year term and shall remain in office until her/his successor has been qualified pursuant to the terms hereof.

(e) Removal and Resignation. A Student Director may be removed by a majority vote of the student members whenever in their judgment the best interests of NLG-Chicago would be served thereby. A Student Director shall be deemed to have resigned if she/he ceases to be a law student other than due to a bona fide leave of absence in accordance with the terms of her/his law school.

5.14 Executive Session. The Board may hold an executive session, i.e. a session closed to everyone but the Directors, during a meeting or at the opening or closing of a meeting, but only to discuss the following:

- (a) Employment rights of any past, present or prospective employee;
- (b) Information, strategy and negotiation session for collective bargaining agreements or labor relations and arbitration;
- (c) Litigation or potential litigation matters, including an attorney or other professional advisor;
- (d) Personal problems and disputes with members;

Notwithstanding the foregoing, however, voting in such matters shall not take place in executive session.

## ARTICLE 6

### BOARD OF ADVISORS

6.1 Composition. The Board of Directors may, in its discretion, establish a Board of Advisors. If so established, the Board of Advisors shall consist of ten (10) to fourteen (14) members and shall be composed of both members of NLG-Chicago and representatives of community, legal or civil rights organizations.

6.2 Purpose. The Board of Advisors shall advise NLG-Chicago on:

- (a) programs instrumental to their organizations and constituencies,
- (b) methods, programs and projects whereby NLG-Chicago can work with their organizations and constituencies to further common aims of their organizations and NLG-Chicago,
- (c) developing working relationships between members of NLG-Chicago and members of their organizations,
- (d) development of finance sources, grant proposals and similar fund raising issues,
- (e) making NLG-Chicago programs more effective, and
- (f) new programs that NLG-Chicago should undertake to be more effective in achieving the aims and purposes of NLG-Chicago.

6.3 Appointment.

- (a) Nominees for the Board of Advisors shall be solicited from the members at the annual election meeting.
- (b) Nominees shall be submitted to the Directors who shall select 10 to 14 candidates for the Board of Advisors. Directors shall contact candidates to determine willingness to serve on the Board of Advisors.
- (c) The Directors shall select the Board of Advisors based on candidates willing to serve in such capacity.

(d) Members of the Board of Advisors shall serve a term of one (1) year and maybe appointed for additional terms by the Directors. Vacancies on the Board of Advisors shall be filled by the Directors after seeking nominees from members.

6.4 Meetings. Notice of meetings of the Board of Advisors shall be given to members at least two (2) weeks prior to the date of such meeting. All meetings of the Board of Advisors shall be open to members.

## ARTICLE 7

### FISCAL MATTERS

6.1 Contracts. Other than with respect to ordinary and necessary matters of NLG-Chicago, following approval by the Directors, any two officers shall enter into any contract or execute and deliver any instrument in the name of and on behalf of NLG-Chicago, and such authority may be general and/or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of NLG-Chicago and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority shall be confined to specific instances. No loan shall be granted to any officer or Director of NLG-Chicago.

6.3 Checks, Drafts, Etc. Other than for ordinary and necessary expenditures; checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NLG-Chicago, shall be approved in advance by the Directors and signed by any officer or agent of NLG-Chicago as designated from time to time by the Directors, and in such manner as shall from time to time be determined by resolution of the Directors.

6.4 Deposits. All funds of NLG-Chicago not otherwise employed shall be deposited from time to time to the credit of NLG-Chicago in such banks, trust companies or other depositories as the Directors may select.

6.5 Fiscal Year. The fiscal year of NLG-Chicago shall end on the last day of December each year.

ARTICLE 8

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the General Not For Profit Act of the State of Illinois, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 9

AMENDMENTS

The power to make, alter, amend, or repeal the Bylaws of NLG-Chicago shall be reserved to the members who may do so by a majority vote of members in good standing attending a meeting called for such purpose, provided that such meeting has a quorum and two (2) weeks prior written notice of the meeting to amend the Bylaws is given to the members, such notice to contain a copy of the proposed amendments. Notwithstanding the foregoing, any amendment of these Bylaws for the purpose of changing Article 1 hereof shall require the three-fourths (3/4) vote of all members in good standing attending a regular meeting or special meeting called for such purpose, provided that such meeting has a quorum.

ARTICLE 10

GENDER AND NUMBER

The use of the masculine, feminine or neuter gender and the use of the singular and plural shall not be given the effect of any exclusion or limitation herein; and the use of the word "person" or "party" shall mean and include any individual, trust, corporation, partnership or other entity.

ADOPTED by the members on August 12, 2011 at Chicago, Illinois.



On Behalf of the Board of Directors