



BY-LAWS
of the
ILLINOIS INSTITUTE FOR CONTINUING LEGAL EDUCATION

ARTICLE I

Purposes

The purposes of the Illinois Institute for Continuing Legal Education (the “corporation”) are:

- (a) To promote the study of law and research therein, the diffusion of knowledge thereof, training in professional skills, and to develop and maintain an extensive program of continuing legal education;
- (b) To cause to be published and to make available writings on legal subjects;
- (c) To engage in such education projects as will assist members of the legal profession in the performance of their services and members of the public in their understanding of the law and the legal system; all to the end that the competence of lawyers will be improved and the public benefited thereby.

Provided, that the educational purposes of the corporation shall not include the operation of a post-secondary educational institution as defined in the statutes of the State of Illinois.

The corporation has such powers as are now or may hereafter be granted in the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The corporation shall have and 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 as the Board of Directors may from time to time determine.

ARTICLE III

Board of Directors

SECTION 3.1. GENERAL POWERS. The affairs of the corporation shall be managed under the direction of a Board of Directors as defined in the General Not For Profit Corporation Act of the State of Illinois.

SECTION 3.2. NUMBER, ELECTION, TENURE AND QUALIFICATIONS. Directors shall be chosen by vote of the Board of Directors at the regular meeting of the Board of Directors in the fourth fiscal quarter.

- (a) The Board of Directors shall consist of the following persons:
 - (1) No fewer than fifteen and no more than eighteen voting directors serving for three-year terms (except where a shorter term is required by Subsection 3.2(a)(3)), approximately one-third of whose terms expire each year; provided, however, that the term of any director that would otherwise expire on June 30, 2014 shall be extended through December 31, 2014
 - (2) In addition, the Immediate Past Chairman shall be an ex officio director, and non-voting member of the Board of Directors.
 - (3) No person may be elected to the Board of Directors if such election would permit such person to serve for more than three consecutive full three-year terms. However, if, at the end of a director's third full term or thereafter, he or she is an officer or is elected to be an officer, he or she may be reelected as a director for his or her term as an officer.
 - (4) Any lawyer director who ceases to be admitted to practice in good standing shall thereupon cease to be a director.
 - (5) No more than three directors at any one time may be other than licensed lawyers in good standing.
- (b) Directors and officers elected pursuant to Section 3.2(a) after December 31, 2013 shall take office on January 1 following their election. A Director or officer elected to fill a vacancy shall take office immediately following their election by vote of the Board of Directors. The service of all directors who have not previously served a full or partial term on the Board of Directors shall be provisional pending such new director's completion of new directors orientation by the later to occur of (1) the date that is 90 days following such director's election to the Board of Directors, or (2) the second regular meeting of the Board

of Directors following such director's election to the Board of Directors. The new director orientation shall be made available by the Executive Director. A new director may be granted an additional 60 days to complete new director orientation by a majority vote of the Executive Committee. Failure to complete the new director orientation shall result in immediate removal of the new director, and such vacancy shall then be filled as provided in Section 3.10. Directors and officers elected pursuant to Section 3.2(a) and who complete new director orientation, where required, shall serve until their successors are elected and qualify.

SECTION 3.3. RESIGNATION. A director may resign at any time by written notice delivered to the Board of Directors, the Chairman or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

SECTION 3.4. REMOVAL OF DIRECTORS. One or more directors may be removed, with or without cause. A director may be removed by the affirmative vote of a majority of the directors then in office at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors, provided that at least twenty (20) days' prior written notice of the proposed removal is given to all directors.

SECTION 3.5. REGULAR MEETINGS. The Board of Directors shall meet once in each of the fiscal quarters of each fiscal year of the corporation at such time, date and place as may be designated by the Board of Directors.

SECTION 3.6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman or four directors. The person or persons calling a special meeting of the Board of Directors may fix any time, date and place for holding any such special meeting.

SECTION 3.7. NOTICE. Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) business days prior thereto; provided that in the case of a proposed removal of a director, advance notice shall be given as set forth in Section 3.4 above. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 3.8. QUORUM. A majority of the Board of Directors then qualified and eligible shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 3.9. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

SECTION 3.10. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 3.11. COMPENSATION. No director shall receive any compensation as such for services, but, if authorized by action of the Board of Directors, his or her expenses may be allowed for attendance at each regular or special meeting of the Board or its committees, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor or from receiving indemnification provided for by Article X hereof or otherwise.

ARTICLE IV

Officers

SECTION 4.1. OFFICERS. The officers shall consist of the Chairman, the Vice Chairman, who shall be Chairman-Elect and shall automatically succeed to the office of Chairman, the Secretary, the Treasurer and the Executive Director, and such other officers or assistant officers as may be elected or appointed by the Board of Directors. The officers of the corporation (except for a Vice Chairman automatically succeeding to the office of Chairman) shall be elected annually at the regular meeting of the Board of Directors held in the fourth fiscal quarter. A director may hold any office. Each officer, except for the Executive Director, Director of Operations and Chief Financial Officer, shall be a director. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 4.2. RESIGNATION AND REMOVAL. Any officer may resign at any time by written notice delivered to the Board of Directors, the Chairman, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

SECTION 4.3. REMOVAL OF OFFICER. The Board of Directors may remove any officer, either with or without cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4.4. TERM OF OFFICE. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4.5. CHAIRMAN. The Chairman shall be the presiding officer of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and in general

shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 4.6. VICE CHAIRMAN. The Vice Chairman shall be the Chairman-Elect. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to the Vice Chairman by the Chairman or by the Board of Directors.

SECTION 4.7. TREASURER. The Treasurer shall oversee the financial management of the corporation and perform such other duties as from time to time may be assigned to the Treasurer by the Chairman or by the Board of Directors.

SECTION 4.8. SECRETARY. The Secretary shall oversee the preparation and maintenance of the nonfinancial records of the corporation and such other duties as from time to time may be assigned to the Secretary by the Chairman or by the Board of Directors.

SECTION 4.9. EXECUTIVE DIRECTOR. The Executive Director shall be the Chief Executive Officer of the corporation and as directed and authorized by the Board of Directors shall have the power to sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation. In the event that the Board of Directors has not designated a Chief Financial Officer, the Executive Director shall be the Chief Financial Officer of the corporation and as directed by the Board of Directors shall have primary responsibility to supervise the financial management of the corporation and the preparation and maintenance of all records of the corporation. In the event that the Board of Directors has not designated a Director of Operations, the Executive Director shall be the Chief Operating Officer of the corporation and as directed and authorized by the Board of Directors shall have the primary responsibility for the oversight and management of the corporation and its staff.

SECTION 4.10. CHIEF FINANCIAL OFFICER. The Board of Directors may designate a Chief Financial Officer, who shall supervise the financial management of the corporation, the preparation and maintenance of all records of the corporation and perform such other duties as shall be assigned to him or her by the Executive Director.

SECTION 4.11. DIRECTOR OF OPERATIONS. The Board of Directors may designate a Director of Operations. The Director of Operations shall be the Chief Operating Officer of the corporation and shall have the primary responsibility for the oversight and management of the day to day operations and administration of the corporation and its staff and perform such other duties as shall be assigned him or her by the Executive Director.

ARTICLE V

Committees

SECTION 5.1. COMMITTEES OF THE BOARD OF DIRECTORS. A majority of the Board of Directors, by resolution, may create one or more committees of the Board of Directors and, subject to these by-laws, appoint directors or such other persons as the Board of Directors shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these by-laws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. Each such committee shall have two or more directors as members, a majority of its members shall be directors, and all committee members shall serve at the pleasure of the Board of Directors.

SECTION 5.2. ADVISORY COMMITTEES. The Board of Directors may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

SECTION 5.3. MEETINGS. Subject to these by-laws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of meetings and the notice required for meetings.

SECTION 5.4. QUORUM. A majority of the members of a committee of the Board of Directors, but not less than two committee members, shall constitute a quorum.

SECTION 5.5. MANNER OF ACTING. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5.6. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer, Secretary and one member of the Board of Directors appointed by the Chairman. The Executive Committee shall have and exercise the authority of the Board of Directors and the management of the corporation during the period between meetings of the Board of Directors, subject to any limits or guidelines established by the Board of Directors and in the General Not For Profit Corporation Act of the State of Illinois.

SECTION 5.7. AUDIT COMMITTEE. The Audit Committee shall consist of not less than three directors, not more than one of whom shall be an officer, elected by the Board of Directors. The Audit Committee shall meet with external auditors on at least a yearly basis to review the audit report, 990 and 990IL tax returns before filing on the IRS due date. The Audit Committee is also responsible for working with staff to offer input in selecting external auditors.

SECTION 5.8. COMMITTEE ON BOARD DEVELOPMENT. The Committee on Board Development shall consist of the Chairman, the Vice Chairman and three other directors selected by the Chairman. Each year the Committee on Board Development shall present a slate of new directors, officers and members of the Executive Committee, the Audit Committee, the Budget/Investment Committee and the Strategic Planning Committee to the Board of Directors at the regular meeting of the Board of Directors in the fourth fiscal quarter. The Committee on

Board Development shall timely present to the Board of Directors for action by them a single name to fill any vacancy among the directors, in any office or on any committee.

SECTION 5.9. BUDGET/INVESTMENT COMMITTEE. The Investment Committee shall consist of the Treasurer, not less than three other directors elected by the Board of Directors, at least one of whom shall not be a member of the Audit Committee, and any one or more employees of the corporation appointed by the Chairman. The Budget/Investment Committee shall:

- Develop, implement and from time to time review investment objectives, guidelines, strategies, performance measurement standards and applicable administrative procedures that are consistent with the needs, financial goals and risk tolerance for all corporate assets that the Board of Directors determines are non-operational assets.

- Select, hire and terminate investment advisors to assist in the management of corporate non-operational assets, subject to approval by the Board of Directors, except that the Investment Committee may act without prior Board approval if the Investment Committee Chair determines that exigent circumstances make immediate action advisable.

- Monitor and evaluate the performance of any investment advisors.

- Report its activities to the Board of Directors on a periodic basis, not less often than annually.

- Review Staff's proposed annual budget before presenting to the full Board for approval

SECTION 5.10. STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee shall consist of not less than three directors elected by the Board of Directors, together with the Executive Director. The Strategic Planning Committee shall have such duties and functions as the Board of Directors may from time to time direct.

ARTICLE VI

Contracts, Checks, Deposits and Funds

SECTION 6.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to any officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 6.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer, if any, and countersigned by the Executive Director.

SECTION 6.3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories, or shall be invested, as the Board of Directors may determine.

SECTION 6.4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 6.5. LOANS OR ADVANCES. Except as provided for in Article X hereof and reasonable advances for out-of-pocket expenses incurred by a director, officer or committee member in the course of his or her duties, any borrowing from or by the corporation shall be entered into by the corporation only with the prior approval of the Board of Directors.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and, at the registered or principal office, a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director, or a director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

General Provisions

SECTION 8.1. FISCAL YEAR. Beginning January 1, 2014 the fiscal year of the corporation shall begin on the first day of each calendar year and end on the last day of the calendar year.

SECTION 8.2. ATTENDANCE BY TELEPHONE. Members of the Board of Directors, the Executive Committee and all other advisory and other committees established by the Board of Directors in accordance with these by-laws may participate and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 8.3. PROXY PROHIBITED, PRESUMPTION OF ASSENT. No director or nondirector committee member may act by proxy on any matter. A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or a committee member who is present at a meeting of a committee of the Board of Directors acting on its behalf, is conclusively presumed to have assented to the action taken unless such director's or member's dissent is entered in the minutes of the meeting or unless such director or member files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by

registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director or member who voted in favor of such action.

SECTION 8.4. INFORMAL ACTION. Any action required to be taken at a meeting of the Board of Directors or a committee thereof, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or by all of the members of the committee entitled to vote with respect to the subject matter thereof.

SECTION 8.5. INTERESTED DIRECTORS AND OFFICERS. (a) A director, nondirector committee member or officer who is directly or indirectly a party to a transaction with the corporation (an “interested director”) shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A director, nondirector committee member or officer is “indirectly” a party to a transaction if the entity which is a party is an entity in which the director, nondirector committee member or officer has a material financial interest or of which the director, nondirector committee member or officer is an officer, director or general partner.

(b) The presence of the interested director or nondirector committee member or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board of Directors is present but may not be counted when action is taken on the transaction.

(c) Each director and officer shall act in good faith and in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the corporation.

ARTICLE IX

Notices

SECTION 9.1. MANNER OF NOTICE. Whenever under the provisions of law, the Articles of Incorporation or these by-laws, notice is required to be given to any director or member of a committee of the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such director or committee member at his or her address as it appears on the books of the corporation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means, including electronic means, and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these by-laws.

SECTION 9.2. WAIVER OF NOTICE. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these by-laws, 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. Waiver by electronic mail shall be construed as waiver in writing for all such purposes hereunder.

ARTICLE X

Indemnification of Officers, Directors and Committee Members

Each person who at any time is or shall have been a director, officer, employee or agent of the corporation or is or shall have been serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of the State of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE XI

Amendments to By-Laws

Except as may otherwise be provided for hereinabove, these by-laws may be altered, amended or repealed, and new by-laws may be adopted, by a majority vote of all of the directors then serving as such, provided that at least ten (10) business days' written notice of the proposed alteration, amendment, repeal or new by-law is given to all directors.

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