

**CONSTITUTION OF
THE DECALOGUE SOCIETY OF LAWYERS**

ARTICLE I

NAME

This organization shall be known as "THE DECALOGUE SOCIETY OF LAWYERS."

ARTICLE II

PURPOSES

The goals and missions of the Decalogue Society of Lawyers ("Society") are to:

- I. Act to address special problems and opportunities facing our members as attorney and Jews.
- II. Address problems and opportunities to benefit the Jewish community, legal community, and public.
- III. Foster the traditions and ideals of American democracy and to express support for the State of Israel.
- IV. Bring increased dignity and honor to the legal profession and for our Jewish heritage.
- V. Maintain vigilance against public and private practices which are anti-social, discriminatory, anti-Semitic or oppressive and join with other groups and minorities to protect legal rights and privileges.
- VI. Raise the standards of the bar and the bench and educate the public to better understand and appreciate the function and status of the lawyer and judge in free society.
- VII. Foster friendly relations, networking and goodwill among our members, and between our members and other attorneys, bar associations, the courts, and the public.
- VIII. Help resolve legal controversies particular to the Jewish community.
- IX. Assist Society members in their professional development.
- X. Encourage and stimulate Jewish ideals and culture, particularly as they impact the practice and study of law.
- XI. Educate and increase awareness, understanding, acceptance, and the availability of methods to address:
 - A. in secular law, legal issues affecting Jews in their religious lives; and
 - B. in Jewish law, legal issues affecting Jews in their secular lives.

- XII. Actively participate in social action, render useful community service and cooperate as lawyers, citizens and Jews in worthy movements for the public welfare.
- XIII. Provide networking and programming assistance to Jewish law students and involve those students in our professional and Jewish communities, through programs and by example.
- XIV. Advance and improve the law, administration of justice and legal profession and cooperate with other bar associations to attain those objectives.
- XV. Evaluate candidates for the judiciary.
- XVI. Provide legal education to lawyers to help make our members and other members of the bar better informed lawyers.
- XVII. Promote human rights.
- XVIII. Cooperate with and assist other Jewish organizations and activities.
- XIX. Assist deserving members of the bar who may be in need of professional aid.
- XX. Encourage sponsorship of scholarships through the Decalogue Foundation.

ARTICLE III

MEMBERSHIP

SECTION 1 – All persons of the Jewish faith and others who subscribe to the aims and purposes of this Society and are licensed to practice law shall be eligible for membership in the Society.

SECTION 2 – Applications for membership shall be in the form prescribed by the Board of Managers and shall be accompanied by the payment of current dues.

SECTION 3 – Any member of the Society may be censured, suspended, or expelled by the Board of Managers for misconduct in relations to the Society or for misconduct discreditable to the profession. The Board of Managers shall adopt appropriate rules for the conduct of proceedings for the censure, suspension, or expulsion of its members. Any member whose license to practice law is suspended or revoked shall automatically lose good standing in the Society until his or her license to practice law is restored, at which time he or she may reapply for membership.

SECTION 4 – In addition to the various classes of members established by the Board of Managers, there shall be a class of members not licensed to practice law, but actively engaged in the study of law as students at accredited law schools. This class of membership shall also apply to those former law students who have completed all of their degree requirements but who have not yet been admitted to practice law; provided however, that such continuation of student membership shall only be for a period of 12 months or until admission to the bar of any state, whichever shall occur first. This class of membership shall be known collectively as

the Law Student Division. Each Illinois law school with an active chapter of the Society may have a representative as a non-voting member of the Board. Collectively, these representatives shall elect one voting member of the Board.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1 – An annual meeting of the members of the Society shall be held before the first day of August in each year on a date and at such location and place as the Board of Managers may designate. The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Financial Secretary, and an Executive Secretary. The officers shall constitute the Executive Committee of the Society.

SECTION 2 – Special meeting of the members of the Society may be called by the President or by the Board of Managers, as each may from time to time determine. Special meetings shall also be called by the President upon petition of no fewer than 50 members in good standing, the meeting to be held at a time and place designated by the President but not to be held more than 90 days from the date of the presentation of such petition. Such meetings shall be in the general Chicago area.

SECTION 3 – Written notice or e-mail stating the time and place of the annual meeting or any special meeting of the members, and in the case of a special meeting also the purpose or purposes for which such meeting is called, shall be mailed no fewer than 15 days in the case of an annual meeting and no fewer than ten days in the case of a special meeting, in advance, to all members of the Society in good standing. The business at any special meeting of the members shall be limited to the purpose or purposes specified in such notice.

SECTION 4 – A quorum at the annual meeting (or any special meeting) of the Society shall consist of at least 36 members.

SECTION 5 – At all meetings of the members only members personally present and in good standing with dues paid in full to the date of such meeting shall be entitled to vote.

SECTION 6 – The order of business at the annual meetings of the members of the Society shall be as follows:

- A. Reading of the minutes of preceding meeting.
- B. Reports of officers.
- C. Reports of Committees.
- D. Business submitted by the Board of Managers to the President.
- E. Resolutions submitted in writing by members of the Board of Managers no fewer than thirty days prior to the annual meeting, provided however, that the Board of Managers may defer action on any resolution to a special meeting to be held not later than 120 days after the annual meeting.
- F. Election of officers and members of the Board of Managers.
- G. Any other business that the President or the Board of Managers deems appropriate.

ARTICLE V

BOARD OF MANAGERS

SECTION 1 – The business and affairs of the Society shall be managed by a Board of Managers.

SECTION 2 – The Board of Managers shall consist of 25 members of the Society elected as provided in this Constitution, the incumbent officers of the Society, the past presidents, one delegate from the Law Student Division, and the president of the Decalogue Foundation.

SECTION 3 – The elected members serving on the Board of Managers shall be elected for a term of one year. Each elected member of the Board of Managers shall hold office until a successor shall have been elected and qualified, or until resignation, disability, or death, or until he or she ceases to be in good standing. The delegate from the Law Student Division shall be selected from among persons recommended to the Nominating Committee by the students in accord with procedures established by the Law Student Division.

SECTION 4 – Regular meetings of the Board of Managers shall be held at least once each month within the Chicagoland area. Special meetings of the Board may be called by the President or upon written request signed by no fewer than five members of the Board of Managers. The Board of Managers shall make its own rules as to procedure, time, place, and notice of its meeting, and shall keep a record of its proceedings. At any meeting of the Board of Managers, only members of the Board of Managers personally present shall be entitled to vote.

SECTION 5 – A quorum for a meeting of the Board of Managers shall consist of at least 10 members.

SECTION 6 – Vacancies among the elected members of the Board of Managers may be filled by a majority vote of the Board of Managers for the unexpired term.

SECTION 7 – Upon an 80% vote of the Nominating Committee and ratification by a majority of the Board of Managers, any member who has demonstrated a lasting devotion and service to the Decalogue Society of Lawyers shall be elected as an Honorary Life Member of the Board of Managers, but said nominee, if elected, shall not have the right to vote at meetings of the Board of Managers.

ARTICLE VI

OFFICERS

SECTION 1 – The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Treasurer, a Financial Secretary, and an Executive Secretary.

SECTION 2 – Each officer of the Society shall be elected annually in the manner provided in this Constitution and each officer so elected shall hold office until a successor shall have been elected and qualified, or until resignation, disability or death, or until he or she ceases to be a member in Good Standing.

SECTION 3 – The President of the Society shall not be re-elected to succeed himself or herself. Election after the filling of an unexpired term shall not be deemed re-election under this Section.

SECTION 4 – In the event the office of the President becomes vacant, the First Vice President shall be and become the President for the unexpired portion of the term. In the event the office of First Vice President becomes vacant, the Second Vice President shall be and become the First Vice President for the unexpired portion of the term. Vacancies in the office of Second Vice President, Treasurer, Financial Secretary, or Executive Secretary shall be filled by a majority vote of the Board of Managers for the unexpired portion of the term.

SECTION 5 – The Board of Managers may appoint assistant officers or hired personnel, who shall have such duties as may be assigned to them from time to time by the President or the Board of Managers.

ARTICLE VII

DUTIES OF THE OFFICERS

SECTION 1 – The President shall be the executive officer of the Society, shall preside at all meetings of the members and the Board of Managers, shall in general supervise the business and affairs of the Society, and shall perform all duties incident to the office and such other duties as from time to time may be prescribed by the Board of Managers. He or she may enter into and execute all contracts, instruments and arrangements as authorized by the Board of Managers. The President shall be *ex-officio*, voting member of all committees.

SECTION 2 – In the absence of the President or in the event of inability or refusal to act, the First Vice President shall perform the duties of President, and when so acting shall have all the powers of the President. He or she shall also perform such duties as may be assigned to him or her from time to time by the President or the Board of Managers.

SECTION 3 – In the absence of the First Vice President or in the event of inability or refusal to act, the Second Vice President shall perform the duties of First Vice President, and when so acting shall have all the powers of the First Vice President. He or she shall also perform such duties as may be assigned to him or her from time to time by the President or the Board of Managers.

SECTION 4 – The Treasurer shall have charge and custody of all funds and securities of the Society; shall deposit all funds in the name of the Society in such banks as are approved by the Board of Managers; and in general shall perform all duties incident to the office and such other duties as may be assigned to him or her from time to time by the President or the Board of Managers.

SECTION 5 – All checks shall be signed by the President and Treasurer upon the presentation of vouchers approved in writing by the President and one of the Vice Presidents. In the absence of the President or Treasurer or in the event of inability of such officer to act, the Financial Secretary and either one of the Vice Presidents, or such other officer, assistant officer or hired person as may be authorized by the Board of Managers, shall be empowered to approve vouchers and sign checks in lieu of the officer who is absent or unable to act.

SECTION 6 – The Financial Secretary shall keep a record of dues payments from the members; shall collect all dues; shall receive all other monies payable to the Society from its activities; shall promptly pay over all receipts and collections to the Treasurer; shall from time to time submit to the Board of Managers the names of members in default in dues payments; and shall perform all duties incident to the office and such other duties as may be assigned to him or her from time to time by the President or the Board of Managers.

SECTION 7 – The Executive Secretary shall keep the minutes of meetings of the members of the Board of Managers; shall have supervision of the offices of the Society and of the hired personnel; shall give or cause to be given notice of meetings of the members, the Board of Managers, and all committees; and perform all duties incident to the office and such other duties as may be assigned to him or her from time to time by the President or the Board of Managers.

SECTION 8 – Any officer, member or employee of the Society who handles funds of the Society may be bonded at the Society's expense in such amounts as the Board of Managers may determine.

SECTION 9 – All books and records of the Society and of the several officers shall be kept at the offices of the Society and shall be accessible to any and all members of the Board of Managers for inspection at all reasonable times.

ARTICLE VIII

BUSINESS OF THE SOCIETY

SECTION 1 – The business and affairs of the Society shall be managed by its Board of Managers.

SECTION 2 – The Board of Managers may submit matters of business to the members at any regular or special meeting of the Society.

SECTION 3 – No expenditure shall be made or incurred on behalf of the Society except as authorized by the Board of Managers.

SECTION 4 – The Board of Managers shall have the power to expend and invest the Society's funds. An Investment Committee consisting of three (3) members of the Board of Managers shall be appointed by the President. The Investment Committee shall make recommendations for investment of the Society's funds to the Board of Managers.

SECTION 5 – No unusual or extraordinary business shall be acted upon by the Board of Managers without at least ten days prior written or e-mail notice to the Board of Managers. The President shall have the right to submit to a committee for consideration any matter upon which such prior notice has not been given and which the President deems to be unusual or extraordinary. Business shall also be deemed unusual or extraordinary so as to require notice as provided herein upon the vote of one-half of the members of the Board of Managers present and voting the question. A motion to determine whether a particular matter of business is unusual or extraordinary shall always be in order before a final determination of such matter.

SECTION 6 – Except as otherwise provided in this Constitution, all question of procedure in meetings of members, the Board of Managers, and all committees shall be governed by *Robert's Rules of Order* (Latest Revised Edition).

SECTION 7 – No business of the Society shall be conducted on the Sabbath or other Jewish Holiday.

ARTICLE IX

COMMITTEES

SECTION 1 – Except as otherwise provided in this Constitution, the Board of Managers shall have the power to create all Committees of the Society in addition to the committees provided for in this Constitution and shall have the power to define, limit, or enlarge their functions, to fix the size of their membership, and to discharge or terminate any such Committee.

SECTION 2 – The President shall appoint and may remove the members of each Committee and shall name the chair thereof except as otherwise provided herein.

SECTION 3 – All Committees, unless discharged or terminated, shall continue to function until the end of the fiscal year of the Society and thereafter until their successors have been appointed.

SECTION 4 – Except as otherwise provided in this Constitution, the act of a majority of the members present at a meeting of the Committee shall be the act of the Committee. The chair of a Committee shall have the right to vote on all matters being considered by the Committee.

SECTION 5 – All reports of Committees shall be made to the Board of Managers, and no Committee report shall be made public without the approval of the Board of Managers.

ARTICLE X

FISCAL YEAR AND DUES

SECTION 1 – The fiscal year of the Society shall begin on the first day of July in each year and end on the 30th day of June in the following year.

SECTION 2 – Dues for members of the Society shall be payable annually in advance of the commencement of the Society's fiscal year to the Society in such amount as the Board of Managers may from time to time determine.

SECTION 3 – The Board of Managers shall determine the amount of dues to be paid by its members. Additionally, each law school chapter within the Law School Division shall determine the amount of dues to be paid by its student members, provided that said amount shall not be less than the dues established by the Society for student members pursuant to this Section.

SECTION 4 – Any member of the Society who fails to pay dues during the first three months of the fiscal year shall be in default and shall cease to be in good standing in the Society, and the membership may be suspended or terminated by the Board of Managers. The Board of Managers may adjust or suspend the dues of a member who is in default or under suspension.

ARTICLE XI

ELECTIONS

SECTION 1 – No fewer than 60 days preceding the date of the annual meeting of the members, the Nominating Committee shall be appointed by the President, after considering nominations from the Board of Managers. The Nominating Committee shall be ratified by the Board of Managers by majority vote on the entire slate for the Nominating Committee. If the Board of Managers rejects the proposed slate, the President shall appoint a revised slate and submit it to the Board of Managers for ratification. The Nominating Committee shall consist of the President and 13 members of the Society, at least nine of whom are not members of the executive board. The Nominating Committee shall elect one of its members as chair. All nominations before the Nominating Committee shall be adopted by the vote of at least two-thirds (2/3) of its members present at a meeting. The Nominating Committee and all persons present at its deliberations shall keep proceedings concerning such deliberations strictly confidential.

SECTION 2 –

- (a) The Nominating Committee shall select one nominee for each office and for each place to be filled on the Board of Managers. The list of nominees shall be mailed by the Executive Secretary to the members no fewer than 20 days before the date of the annual meeting.
- (b) Additional nominations of other candidates for any office or membership on the Board of Managers may be made by not fewer than 50 members in good standing, by filing written nominations signed by them with the Executive Secretary no fewer than 10 days before the annual meeting. A complete list of all nominees shall be mailed by the Executive Secretary to all members no fewer than five days before to the annual meeting of the members of the Society.

SECTION 3 – The election shall be held in the following order:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Treasurer
- E. Financial Secretary
- F. Executive Secretary
- G. Members of the Board of Managers

SECTION 4 – No member shall be eligible for the office of President, First Vice President or Second Vice President unless said individual has previously held an elective office or served on the Board of Managers. No member shall be eligible for an elective office unless present at the election meeting or having indicated in writing to the President or Executive Secretary acceptance of such office, if elected.

SECTION 5 – A majority of the votes cast at the annual meeting of the Society shall be necessary to election to the offices other than membership on the Board of Managers. Should there be more than two candidates for any such office and no candidate receives a majority of the votes cast, then the two candidates receiving the highest and second highest number of votes shall be voted on again.

SECTION 6 – The 25 nominees for the Board of Managers receiving the highest number of votes shall be declared elected to the office. In the event of a tie vote affecting election to the Board of Managers, there shall be a runoff among the nominees involved in the tie vote.

SECTION 7 – The newly elected officers and members of the Board of Managers shall assume their respective offices on the first day of the month following their election or on an earlier date as they may be inducted into office.

ARTICLE XII

AMENDMENTS TO THE CONSTITUTION

SECTION 1 – Amendments to the Constitution shall be proposed as follows:

- A. By resolution of the Board of Managers.
- B. By petition signed by not fewer than 50 members of the Society in good standing and filed with the Executive Secretary whose duty it shall be to present all such petitions to the Board of Managers at its next meeting following such filing. The Board of Managers shall submit every such proposal of the Society membership at the next annual meeting of members or at any special meeting of members to be held either before, or not later than 60 days following, the date of the annual meeting.

SECTION 2 – When a proposal has been made as provided in this Article, the notice of the annual or special meeting of the Society at which the proposed amendment or amendments are to be considered shall be accompanied by a summary or copy of the proposed amendment or amendments together with the recommendation of the Board of Managers.

SECTION 3 – An amendment or amendments proposed and submitted at an annual or special meeting of members as provided in this Article shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the members in good standing who are personally present at the meeting.

ARTICLE XIII

DISSOLUTION OF THE SOCIETY

In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to and only to one or more organizations as shall at the time qualify as exempt organizations 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. No part shall be distributable to, or inure to the benefit of, its members, officers, or other private persons. The organization or organizations receiving any assets shall be selected by the Board of Managers.

ARTICLE XIV

EFFECTIVE DATE

This Constitution shall take effect immediately upon its adoption, but all members of the Board of Managers and officers in office at the time of this Constitution becomes effective shall continue in office until the end of the term for which they were elected or appointed.

ARTICLE XV

DECALOGUE PROPERTY

Control of Decalogues copyright in materials published by it is vested in the Board of Managers. No material copyrighted by Decalogue shall be released for use by others without prior approval of the Board of Managers. The use of Decalogue stationary without prior consent of the Board of Managers is prohibited.

ARTICLE XVI

INDEMNIFICATION

All officers and board members shall be indemnified for all reasonable business decisions on behalf of the Society in accordance with the Illinois Not For Profit Corporation Act as it may be amended from time to time.

Dated: 7/1/16 (incorporating 2016 amendment as adopted at the 2016 annual meeting of members)