

REVISED AND RESTATED
JUSTINIAN SOCIETY OF LAWYERS
CONSTITUTION AND BY-LAWS

As of May 19, 2022

**JUSTINIAN SOCIETY OF LAWYERS
CONSTITUTION AND BY-LAWS**

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ARTICLE ONE NAME

The name of this association shall be JUSTINIAN SOCIETY OF LAWYERS (hereinafter referred to as the “Society”).

ARTICLE TWO PURPOSE

The purpose and objectives of this Society are to foster a spirit of friendship through social and professional intercourse; to continue and improve the legal education of its members; to render mutual aid and assistance to its members; to promote the general welfare of its members by improvement of the practice of the law; and to participate in civic and community affairs so as to insure the proper administration of justice.

ARTICLE THREE MEMBERSHIP

Section 3.01 Membership Types

A. **Active Membership** may be conferred upon any person, sponsored by a current member pursuant to Section 3.02 of this ARTICLE THREE and who is a lawyer admitted to practice and in good standing in any bar (“Active Member”). An Active Member must pledge to uphold the values and traditions of Italian American culture and the Society.

B. **Associate Membership** may be conferred upon any student admitted to study and in good standing in an Accredited Law School and a member of the Accredited Law School’s Justinian Society of Lawyers Law School Chapter (“Associate Member”). An Associate Member must pledge to uphold the values and traditions of Italian American culture and the Society. An Accredited Law School is a law school that has been approved by the state and the Association of American Law Schools (AALS), the [American Bar Association](#) (ABA), or both.

C. **Senior Membership** may be conferred upon any person, properly sponsored by a current Justinian, licensed to practice law and in good standing in the jurisdiction in which the member is licensed to practice, but who has retired from the active practice (“Senior Member”). A Senior Member must pledge to uphold the values and traditions of Italian American culture and the Society.

Section 3.02 Application for Membership

Applications for membership shall be submitted in writing and shall state name, residence and business addresses and telephone number of the applicant, law school and date of graduation, date and place of admission to the Bar, and if applicable, date of retirement or age as of date of application. Every application shall bear the name of a sponsor who is a member in good standing.

Applications, together with the dues for the current year, shall be filed with the Secretary, who shall notify all members of such applications in the notice of the next regular meeting. The dues for each classification of membership are established in accordance with ARTICLE FOUR of these Bylaws. Objections to the admission of any applicant shall be made at said meeting and if no objection is made at that time, the application shall be accepted. If an objection is made, the members present shall vote thereon and a plurality vote shall be necessary to accept said application. The name of any applicant so rejected shall not be presented within one (1) year from the date of such rejection. All applicants shall be notified by the Secretary of the disposition of their application within ten (10) days thereafter. No Active Member having retired in accordance with Paragraph C of Section 3.01 shall be required to re-apply, but upon notification to the Society shall become an Senior Member.

ARTICLE FOUR FEES AND STANDING MEMBERS

Section 4.01 Fees

- A. The fiscal year shall begin on July 1st and close on June 30th of each year.
- B. The annual dues for all classifications of memberships shall be determined by the Executive Committee on or about July 1st of each year and such sum for Active Members shall include the annual dues and a contribution toward the law scholarship fund. The annual dues for all members shall be payable on or before December 1st of each year.
- C. The dues of the members whose applications for membership have been accepted on or after April 1st shall be considered paid for the balance of the current year and for the ensuing year.
- D. Annual dues for Associate Members shall be waived if the Associate Members are active members of law school chapter of the Justinian Society of Lawyers.

Section 4.02 Standing

- A. No member shall be in good standing or be qualified to exercise or be entitled to any privilege of membership whose dues for the current fiscal year are not paid by December 1st.
- B. On or before December 15th of each year, the Treasurer shall notify in writing all members who have not paid current dues of such default, and any member who shall fail to pay his dues within one month from the date of said notice shall cease to be a member, but any member whose membership is thus terminated shall be entitled to be reinstated to membership at any time upon payment of the dues for the current year.
- C. Any member may be expelled for cause by a two-thirds vote of the membership, provided that a written notice of the charges preferred against him shall have been given him at

least two weeks prior to such action. Charges against a member shall be made in writing under oath and shall be filed with the Executive Committee. The Executive Committee shall either dismiss the complaint or report its finding in writing to the membership at a regular monthly meeting not later than ninety (90) days following the filing of the complaint. A copy of said report shall be mailed to the person so charged. Disposition of the charges shall be made by the members at a regular meeting upon notice of said proposed action to the members.

ARTICLE FIVE OFFICERS

The officers shall consist of a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary and a Treasurer. Only Active Members, as defined in Section 3.01, who have been a dues paying Active Member for the two years prior to an election may be elected an officer of the Society.

The President, and in his absence, the successive Vice-Presidents in the order above listed, shall preside at all meetings of the association and of the Executive Committee.

Except for the Executive Administrator, the officers of the Society shall be elected by the Active Members at the Regular Meeting of the Active Members held in the month of May and shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified. The Executive Administrator, as defined hereinafter, shall hold office for a term of one (1) year or until his or her successor shall have been appointed by the Executive Board. Vacancies may be filled or new offices created may be filled at any meeting of the Executive Board. Election of an officer shall not create contract rights. Any officer elected by the Active Members may be removed by the Active Members whenever in their judgment the best interests of the Society would be served thereby.

Section 5.01 President

The President shall be the principal executive officer of the Society. Subject to the direction and control of the Executive Board, the President shall have general supervision, direction and control of the day to day business and affairs of the Society and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Executive Board. Furthermore, the President shall:

- (i) Preside at all business meetings of the Society and the Executive Board,
- (ii) Schedule the annual meeting and all regular monthly meetings of the Society and of the Executive Board,
- (iii) Create an annual budget which shall be submitted to the Executive Board within twenty-one (21) days after assuming office,
- (iv) Establish an agenda during his/her term to promote and advance the Society's goals and interest,
- (v) Make appointments to various committees,
- (vi) Make necessary appointments to the Executive Board in accordance with the by-laws,
- (vii) Represent the Society at other organizations functions,
- (viii) Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Society or a different mode of execution is expressly prescribed by the Executive Board, the President may execute for the Society any contracts, deeds mortgages, bonds, or other instruments which the Executive Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Society and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Executive Board, according to the requirements of the form of the instrument.

The President may vote all securities which the Society is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Society by the Executive Board.

Section 5.02 First Vice President

The First Vice President shall be the President-elect, and the succession to the office of President being automatic. The First Vice President shall:

- (i) Assume the duties of the President in the event of the absence or disability of the President,
- (ii) Act as an ex officio member of all committees,

- (iii) Chair the Golf Outing Committee, the Auditing Committee, the Judiciary Committee and
- (iv) Arrange the program of the Society's Annual Meeting.

Section 5.03 Second Vice President

The Second Vice-President shall be First Vice-President Elect, and the succession to the office of Second Vice-President shall be automatic. The Second Vice-President shall assume the duties of the First Vice-President in the event of absence or disability of the First Vice-President.

The Second Vice-President shall:

- (i) Assist the First Vice-President in the arrangements for the Society's Annual Meeting, and
- (ii) Chair the Installation Committee, Ad Book Committee, and the Legislative Committee.

Section 5.04 Third Vice President

The Third Vice-President shall be Second Vice-President Elect, and the succession to the office of Third Vice-President shall be automatic. The Third Vice-President shall:

- (i) Assist the First Vice-President in the arrangements for the Society's Annual Meeting, and
- (ii) Chair the Membership/Dues Committee, Law Student Committee, and the Grievance Committee.

Section 5.05 Treasurer

The Treasurer shall:

- (i) Have charge of and be responsible for the maintenance of adequate books of account for the Society,
- (ii) Have charge and custody of all funds and securities of the Society, and be responsible for the receipt and disbursement thereof,
- (iii) Perform all duties incident to the office of a Treasurer and such other duties as may be assigned to him or her by the President or the Executive Board, and

(iv) Be an ex-officio member of the Dinner Meetings Committee.

With the approval of the Executive Board, the Treasurer may delegate specified duties to an assistant Treasurer or other person for the effective conduct of the affairs of the Society. The Treasurer's accounts shall be audited annually by a committee of three (3) members to be appointed for that purpose by the President.

Section 5.06 Secretary

The Secretary shall:

- (i) Keep a record of all proceedings of the Executive Board in a book to be kept for that purpose,
- (ii) See that all notices are duly given in accordance with the provisions of these by-Laws or as required by law,
- (iii) Be custodian of the corporate records and of the seal of the Society, if any,
- (iv) Chair the Dinner Meetings Committee, and
- (v) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Executive Board.

Section 5.07 Executive Administrator

The Executive Administrator, a non-officer and non-voting position, shall implement strategic plans for the Society at the direction of the Executive Board in a cost-effective and time-efficient manner. With the approval of the Executive Board, the President may delegate specified duties to the Executive Administrator for the effective conduct of the affairs of the Society. The Executive Administrator shall effectuate arrangements for the efficient organization of all regular meetings. The Executive Administrator is accountable to the Executive Board (which grants the executive administrator any and all authority) and reports to the board on a quarterly basis.

ARTICLE SIX EXECUTIVE COMMITTEE

Section 6.01 Members

The Executive Committee shall be comprised of the following:

- A. Officers of the Society together with three
- B. Three (3) non-officer members of the Society currently sitting judiciary;
- C. Three (3) past presidents with the immediate past president being one of the three;
- D. Three (3) non-officer members of the Society; and
- E. One (1) Associate Member (non-voting member of the Executive Committee).

Only Active Members, as hereinbefore described, may serve as members on the Executive Committee of the Society.

Section 6.02 Term

A. The members of the Committee shall hold office for three (3) years, except those initially appointed in accordance with this provision and as hereinafter designated. The Associate (Student) Member shall hold office for one (1) year.

B. The initial appointees shall serve as follows: One member from each of the categories aforesaid shall serve for three (3) years after appointment; one member from each category aforesaid shall serve for two (2) years after appointment; and one member from each category shall serve for one (1) year after appointment.

The initial committee established at the effective date of this amendment shall be appointed from the current committee membership, by drawing lots as to persons to take office for the one and two year terms, with the President appointing three (3) new members of the Committee to fill the remaining three year terms.

Section 6.03 Vacancies

A. An automatic vacancy shall occur upon the election of any member of the Committee as an Officer of the Society.

B. Appointment to any vacancy among the members of the committee shall be made by the President for the remaining term of the member leaving the Committee.

Section 6.04 General

A. No member of the Committee shall be eligible for reappointment to more than two consecutive three (3) year terms.

B. Any member of the Committee, with the exception of Officers, may be removed by the majority vote of the Committee for good cause.

C. The Executive Committee shall have general charge of the affairs of the Society.

D. The Executive Committee shall meet at least quarterly in each year.

E. The Executive Committee shall report to the membership at the regular meeting in September its plans for the scope of activities and entertainment for the ensuing year.

F. A meeting of the Executive Committee may be called at any time by order of the President, Secretary, or at least any three members thereof. A majority of its members shall constitute a quorum of the Committee at any meeting of the Committee.

G. Any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Electronic signatures shall be acceptable for this purpose. Consent delivered by electronic mail shall satisfy the requirements of these By-Laws if sent pursuant to a method, service or procedure generally recognized as trustworthy.

H. Except for the Associate Member of the Executive Committee, each member of the Executive Committee shall have one vote. The members of the Executive Committee have the right to assign their vote by proxy at Executive Committee meetings or subcommittee meetings. Proxy voting by members of the Executive Committee is permitted on all issues considered by the Executive Committee except for elections.

ARTICLE SEVEN MEETINGS

Section 7.01 Annual Meeting

The Annual Meeting shall be held in the month of May of each year at a time and place in Chicago, Illinois, and designated by the Executive Committee. The Secretary shall give ten (10) days written notice of said meeting.

Section 7.02 Regular Meetings

The regular meetings shall be held in each month from September to June, inclusive, at a time and place in Chicago, Illinois, and designated by the Executive Committee.

Section 7.03 Special Meetings

Special meetings may be held upon written request of three (3) members of the Executive Committee or upon written request of five (5) members. The Secretary shall give five (5) days' written notice giving the time, date, place in Chicago and purpose of such special meeting.

Section 7.04 Notice

Notice of a meeting or any report shall be given personally, by electronic transmission by the Society, or by first-class mail or third-class mail, or other means of written communication, addressed to the member at the address of that member appearing on the books of the Society or given by the member to the Society for the purpose of notice. The notice or report shall be deemed to have been given at the time when delivered personally, sent by electronic transmission by the Society, deposited in the mail, or sent by other means of written communication. An affidavit of mailing or electronic transmission by the Society of any notice or report in accordance with the provisions of the Society, executed by the Secretary or Executive Administrator shall be prima

facie evidence of the giving of the notice or report. Notice given by electronic transmission by the Society under this ARTICLE 7 shall be valid only if it complies with this Section 7.04. Notice shall not be given by electronic transmission by the Society under this Section 7.04 after either of the following:

A. The corporation is unable to deliver two consecutive notices to the member by that means.

B. The inability to so deliver the notices to the member becomes known to the Secretary, Executive Administrator, or other person responsible for the giving of the notice

Section 7.05 Quorum

Fifteen (15) members shall constitute a quorum at any regular meeting, including the annual meeting, and ten (10) members shall constitute a quorum at any special meeting.

Section 7.06 Voting

Only Active Members have the right to vote at any meeting of the Society. Proxy voting by Active Members is not permitted at any Annual Meeting, Regular Meeting or Special Meeting.

ARTICLE EIGHT ELECTIONS

Section 8.01 Nominations

A. Nominations for Officers to be elected at the annual meeting shall be made at the regular meeting next preceding the annual meeting.

B. A Nominating Committee consisting of nine (9) members shall be elected by a plurality vote at the regular meeting held in March in each year from nominations made from the floor by members present at the meeting. The members receiving the greatest number of votes shall be declared elected.

C. It shall be the duty of such committee to prepare and furnish to the Secretary a list of nominations for the various offices to be filled for the succeeding year, and the Secretary shall include a report of said list in the notice of the regular meeting next preceding the Annual Meeting. Additional nominations from the floor may be made at said regular meeting. Members of the Nominating Committee shall not be eligible for nomination.

D. In the event the candidates nominated by the Nominating Committee are unopposed by nominations from the floor, the President may instruct the Secretary to cast an unanimous ballot.

Section 8.02 Election Procedures

A. All elections shall be by ballot cast in person and not by proxy. Only Active Members, as hereinbefore defined, may vote in any election of the Society, or in any action to be taken by the Society as a result of a voting by the membership.

B. The Officers shall be elected at the annual meeting by a plurality of the votes cast, and shall at this same meeting be immediately sworn in and take office. The fact that the Officers are immediately sworn in and take office at the annual meeting shall not preclude the holding of a

formal installation dinner meeting during the month of September of the same year. The Officers shall hold office until their successors are elected, have qualified and are sworn. No member shall be eligible for re-election to the same office for the succeeding term.

ARTICLE NINE VACANCIES

Vacancies in office shall be filled by appointment of the Executive Committee for the unexpired term of office. Vacancies in the membership of the Executive Committee shall be filled by the appointment of the President.

ARTICLE TEN RULES OF ORDER

ROBERT'S RULES OF ORDER REVISED shall govern all meetings of the association and its committees where not inconsistent with the Constitution and By-Laws.

ARTICLE ELEVEN AMENDMENTS

The Constitution and By-Laws may be amended at any regular meeting or at any special meeting called for that purpose by a vote of two-thirds majority of the members present; upon ten (10) days' written notice containing the proposed amendment and the article it proposes to amend verbatim.

ARTICLE TWELVE MISCELLANEOUS

The Constitution and By-Laws shall be liberally construed and shall take effect immediately upon adoption.

ARTICLE THIRTEEN COMMITTEES

The following Standing Committee shall be appointed by the President at the September meeting of the Society each year. They are:

Section 13.01 Auditing Committee

Auditing Committee - consisting of not less than three (3) members which shall audit the accounts of the Society annually and make a report to the Executive Committee.

Section 13.02 Grievance Committee

Grievance Committee - consisting of the Executive Committee who shall hear complaints against any member of the Society in accordance with the Constitution and By-Laws of the Society .

Section 13.03 Legislative Committee

Legislative Committee - consisting of at least three (3) members which in its discretion shall analyze and report to the membership proposed changes in statutes and recommend the enactment of repeal legislation.

Section 13.04 Membership Committee

Membership Committee - consisting of at least three (3) members which shall act to stimulate growth of the Society .

Section 13.05 Constitution and By-Laws Committee

Constitution and By-Laws Committee - consisting of the Executive Committee who shall upon the recommendation of any member, review and analyze and thereafter accept or reject any recommendation for amendment of the Constitution and By-Laws. The Executive Committee

shall report to the membership on any recommendations received.

Section 13.06 Judiciary Committee

Judiciary Committee - consisting of at least three (3) members which shall consider and make recommendations to the Executive Committee for the promotion and endorsement by the association of members in good standing for Judicial appointments.

Section 13.07 Other Committees

Other Committees - all other committees deemed necessary shall be established upon the recommendation of the President and shall consist of at least three (3) members.

ARTICLE FOURTEEN CHAPTERS

A provisional chapter of the Justinian Society of Lawyers may be organized with the consent of the Executive Committee, upon the application of at least ten (10) or more qualified attorneys of Italian birth or extraction in any region or area of the United States of America beyond the limits of Cook County, State of Illinois. Such an organization shall continue to exist only at the pleasure of the Executive Committee of the Justinian Society of Lawyers, Chartered October 21, 1921. The Executive Committee shall have the power to enact such rules and regulations governing the formation, approval, participation, obligations and withdrawals or suspension of any such provisional chapter of the Justinian Society of Lawyers.