



BYLAWS  
OF  
CHRISTIAN LEGAL SOCIETY

An Illinois Not for Profit Corporation  
(As amended through October 10, 2018)

ARTICLE 1 - PURPOSES

The purposes for which the corporation is organized are wholly religious and include the following:

- To proclaim Jesus as Lord through all that we do in the field of law and other disciplines.
- To provide a means of society, fellowship and nurture among Christian lawyers.
- To encourage Christian lawyers to view law as ministry.
- To clarify and promote the concept of the Christian lawyer and to help Christian lawyers integrate their faith with their professional lives.
- To mobilize, at the national and local level, the resources needed to promote justice, religious liberty and reconciliation.
- To encourage, disciple and aid Christian students in preparing for the legal profession.
- To provide a forum for the discussion of problems relating to Christianity and the law.
- To cooperate with bar associations and other organizations in asserting and maintaining high standards of legal ethics.
- To encourage lawyers to furnish legal services to the poor and needy and grant special consideration to the legal needs of churches and other charitable organizations.
- To engage in all other activities in which a religious corporation incorporated under the Illinois General Not For Profit Corporation Act, and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as they are from time to time amended, may lawfully engage.

ARTICLE 2 - STATEMENT OF FAITH

SECTION 1. STATEMENT. The corporation's statement of faith is as follows:

STATEMENT OF FAITH:

Trusting in Jesus Christ as my Savior, I believe in:

1. One God, eternally existent in three persons, Father, Son and Holy Spirit.
2. God the Father Almighty, Maker of heaven and earth.
3. The Deity of our Lord, Jesus Christ, God's only Son, conceived of the Holy Spirit, born of the virgin Mary; His vicarious death for our sins through

which we receive eternal life; His bodily resurrection and personal return.

4. The presence and power of the Holy Spirit in the work of regeneration.
5. The Bible as the inspired Word of God.

SECTION 2. ACKNOWLEDGMENT. All officers, directors, members, advisory council members, and staff of the corporation shall acknowledge their acceptance of, and agreement with, the corporation's statement of faith.

### ARTICLE 3 - OFFICES

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

### ARTICLE 4 - MEMBERS

SECTION 1. SELECTION. The members of the corporation shall consist of such persons as are selected in a manner determined by the board of directors from the applications of interested candidates.

SECTION 2. APPLICATIONS. Each candidate for membership shall submit to the corporation an application in a form approved by the board of directors of the corporation. However, no applicant shall be accepted as a member unless he or she affirmatively indicates in the application that he or she is trusting Jesus Christ as his or her personal Savior and accepts and agrees with the corporation's statement of faith.

SECTION 3. CLASSES OF MEMBERS. The members of the corporation shall be divided into three classes: regular members, student members and associate members.

a. Regular Members. Regular members shall include all members who are members of the bar of any jurisdiction of the United States or who are law school graduates.

b. Student Members. Student members shall include all members who are enrolled in law schools or other higher educational institutions in the United States.

c. Associate Members. Associate members shall include all members of the corporation who are neither regular members nor student members.

SECTION 4. DUES. Members shall pay dues to the corporation in such amounts and in such manner as shall from time to time be determined by the board of directors.

SECTION 5. TERMINATION OF MEMBERSHIP. The membership of each member of the corporation shall terminate upon that member's death, resignation or expulsion. In addition, unless otherwise determined by the board of directors, each member's membership shall terminate because of his or her non-payment of dues on a date which is ninety days after the last date for which that member's dues were paid. Unless otherwise determined by the board of directors, members whose membership has terminated may renew their membership only by reapplication, except that members whose membership has been terminated because of the non-payment of dues may reactivate their membership by the payment of current dues at any time.

SECTION 6. SUSPENSION AND EXPULSION. Any member of the corporation may be suspended or expelled from membership with or without cause upon the affirmative vote of two-thirds (2/3) of the members of the board of directors present and voting at any meeting of the board of directors if, in the discretion of the board, as indicated by that vote, such suspension or expulsion would be in the best interests of the corporation.

SECTION 7. ANNUAL MEETING. An annual meeting of the members shall be held at such time as the board of directors may designate for the transaction of such business as may come before the meeting. At each annual meeting of the members, the results of the election and appointment of directors shall be announced and the election and appointment will be deemed to take place at the time of that announcement.

SECTION 8. SPECIAL MEETINGS. Special meetings of the members may be called either by the president, the board of directors, or members having not less than one-fourth (1/4) of all of the votes entitled to be cast at such a meeting, for the purpose or purposes stated in the notice of the meeting.

SECTION 9. PLACE OF MEETINGS. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS. Written notice stating the place, date and time of each meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of meeting, except in the case of a removal of one or more directors, when such notice shall be delivered to each member entitled to vote not less than twenty (20) nor more than sixty (60) days before the date of the meeting. Such notice shall be delivered either personally or by mail (by letter, e-mail or in a publication of the corporation), by or at the direction of the president, or the secretary, or the officer or persons calling the meeting. If mailed or e-mailed, such notice shall be deemed to be delivered when deposited in the United States mail or e-mailed, addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid, if mailed. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 11. FIXING RECORD DATE. The date on which notice of a meeting of the members of the corporation is mailed, e-mailed (or otherwise delivered) shall be the record date for the determination of members entitled to vote, whether by mail, e-mail or at that meeting or any adjournment thereof.

SECTION 12. INSPECTORS. At any meeting of members, the chairman of the meeting may, or upon the request of any members shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies or mailed or e-mailed ballots; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors.

SECTION 13. VOTING. No members of the corporation shall have the right to vote except regular members who are in good standing and, except as required by other provisions of these bylaws, or the corporation's articles of incorporation, or law, such regular members shall have the right to vote only in the election and removal of directors. Regular members in good standing are those regular members who are current in the payment of their dues and whose membership has not been terminated by death, resignation or otherwise. Each regular member entitled to vote shall have one vote.

SECTION 14. VOTING BY MAIL, E-MAIL OR BY PROXY. Unless otherwise determined by the board of directors, the annual election of directors by the regular members of the corporation entitled to vote shall take place at the annual members meeting in person. If, and to the extent that, the board of directors so determines, any notice or ballot information to members or directors required by these bylaws may be transmitted by electronic means to the addresses appearing on the records of the corporation and if there is no annual members meeting due to unforeseen circumstances then members may transmit their votes for directors to the corporation by electronic means. If that rare event occurs where there is no annual members meeting, ballots shall be mailed or e-mailed (or otherwise delivered) to all regular members entitled to vote at least ten (10) days before that regularly scheduled annual meeting of the corporation that needed to be cancelled due to unforeseen circumstances like weather or acts of God. To be valid, ballots must be completed, mailed or e-mailed (or otherwise delivered) to the corporation and received by a date

specified in the ballot, which shall be not later the date of the original election at the annual members meeting. When the election of directors takes place at the annual meeting of members, each regular member entitled to vote at that meeting may vote in person. No proxy shall be valid unless the Board by three-quarters (3/4) majority vote otherwise provides for the proxy vote.

SECTION 15. QUORUM AND MANNER OF ACTING. Thirty (30) members entitled to vote, present in person, voting by mail or e-mail, or represented by proxy, shall constitute a quorum at any meeting of members, provided, however, that if less than thirty (30) such members are present at such a meeting, a majority of such members present may adjourn the meeting without further notice. Except as otherwise provided in these bylaws, in the corporation's articles of incorporation, or by law, the vote of a majority of the votes entitled to be cast by the members present, voting by mail or e-mail, or represented by proxy at a meeting at which a quorum is present, shall constitute the action of the members with respect to the matters voted upon.

## ARTICLE 5 - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, ministry and other affairs of the corporation shall be managed by or under the direction of its board of directors.

SECTION 2. NUMBER AND QUALIFICATIONS. The board of directors of the corporation shall consist of a number of directors set by the board which shall be not less than fifteen (15) and not more than twenty (20) members in addition to ex officio directors. The president, the president-elect and the immediate past president of the corporation shall be either elected or ex officio members of the board. In addition, if the executive director of the corporation is a regular member of the corporation, he or she shall be an ex officio director of the board. Ex officio directors shall have the same rights, privileges and responsibilities (including the right to vote) as other directors. All directors of the corporation must be either regular members or associate members of the corporation. The number of directors who are associate members of the corporation shall at no time exceed three (3). All directors shall have the right to vote on any matter, except that associate members shall have no right to vote on any matter coming before the corporation where there is a legal requirement that restricts the vote on such matter to members of the bar of any jurisdiction of the United States. A director may succeed himself or herself in office except that a director is not eligible for reelection or reappointment to the board for a period of one (1) year after completing nine (9) consecutive years of service on the board. Provided, however, that the directors may elect any such director to serve as the president or president-elect of the corporation under Section 2 of Article 7, and such persons may serve as ex officio directors while they hold such office. Provided further that the board may extend the director term of the immediate past president likewise to serve as an ex officio director while he or she holds such officer position. A director who is eligible for reelection or reappointment at the beginning of the term of office to which he or she is reelected or reappointed shall be entitled to complete the term of office.

SECTION 3. ELECTION. The number of the members of the board of directors of the corporation to be elected annually by the regular members of the corporation entitled to vote shall be that number necessary to fill the number of directors established by the board, in addition to the ex officio directors as set forth in Section 2 above. Non-ex officio directors shall be elected from a list of candidates selected by the board governance and nominating committee and approved by the board of directors.

SECTION 4. TENURE. Each director other than ex officio shall hold office until the third (3rd) annual meeting of members following his or her election or appointment and until his or her successor has been elected or appointed except that the director's term of office shall be terminated sooner upon the director's death, upon the director's resignation or removal from office, upon the termination of the director's membership in the corporation, or upon the director's failure to attend two (2) consecutive regular meetings of the board of directors. A director whose term of office is terminated by reason of his or her failure to attend meetings of the board shall be eligible to fill the vacancy created by his or her termination. The term of each ex officio member of the board shall terminate upon the termination of the office by virtue of which he or she is a member of the board of directors.

SECTION 5. 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 appointment of

the board of directors. Any director appointed by the board of directors to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

SECTION 6. REGULAR MEETINGS. Regular meetings of the board of directors shall be held at such time and place as the board of directors shall, from time to time, determine, except that there shall be at least two meetings of the board during each of the corporation's fiscal years. One such meeting shall be designated by the board (and in the notice of the meeting) as the annual meeting of the board. At each regular meeting of the board of directors, the directors may consider all such business as may properly come before the meeting without prior notice of such business having been given.

SECTION 7. SPECIAL MEETINGS. Special meetings of the board of directors may be called by the president or the secretary of the corporation, and must be called by the secretary upon the request of one-third (1/3) of the entire board of directors. Such meetings shall be held at such places as are designated by the president.

SECTION 8. NOTICE. Notice of each regular meeting of the board of directors shall be given to all directors in writing at least thirty (30) days in advance of that meeting and notice of each special meeting shall be given to all directors at least five (5) days in advance of that meeting. The notice of each such meeting shall include the date, place and time of the meeting. The designation of a regular meeting as the annual meeting of the board shall be included in the notice of that meeting. The determination of the board regarding the date, place and time of any regular meeting, and the designation of any such meeting as the board's annual meeting, as set forth in the minutes of the board, shall be sufficient notice if mailed or e-mailed to all board members at least thirty (30) days prior to that meeting.

SECTION 9. QUORUM. One-third (1/3) of the entire board of directors shall constitute a quorum, provided, however, that if less than one-third (1/3) of the entire board is present at a meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

SECTION 10. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by these bylaws, the corporation's articles of incorporation or applicable law. No director may act by proxy on any matter.

SECTION 11. PARTICIPATION BY TELEPHONE. Directors may participate in and act at any meeting of the board of directors 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 12. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote. The consent of each director shall be evidenced by a written approval which sets forth the action taken and bears that director's signature. All approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors shall have the same effect as a unanimous vote.

SECTION 13. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time by written notice to the board of directors, the president or the secretary of the corporation. A director may be removed by the members, with or without cause, by the affirmative vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of the members if the notice of the meeting is delivered in accordance with Article 4, Section 10 of these bylaws to all members entitled to vote on removal of directors and states that the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the director or directors named in the notice may be removed at that meeting.

SECTION 14. COMPENSATION. All directors shall serve without compensation for their services as members of the board of directors.

SECTION 15. DIRECTORS EMERITUS AND HONORARY DIRECTORS. The board of directors may at any time elect one or more former directors who are regular members of the corporation as directors emeritus, or spouses of former directors who are associate members of the corporation as honorary directors. A director emeritus or honorary director shall serve until removed by death, resignation, or majority vote of the board of directors; shall be entitled to participate but not vote at meetings of the board of directors; shall not be counted in determining whether or not a quorum exists for any meeting of the board of directors; may be a member of one or more standing committees of the corporation; shall be considered a member of the board of directors for the purpose of determining the composition of any committee of which he or she is a member; and may participate and vote at meetings of any committee of which he or she is a member.

## ARTICLE 6 - COMMITTEES

SECTION 1. APPOINTMENT. The board of directors, by resolution adopted by a majority of the directors in office, may create one (1) or more committees and appoint directors or such other persons as the board designates, to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the board.

SECTION 2. AUTHORITY. To the extent specified by the board of directors or in these bylaws, each committee may exercise the authority of the board of directors; provided, however, that a committee may not: (1) adopt a plan for the distribution of the assets of the corporation, or for dissolution; (2) approve or recommend to members any act the Illinois General Not For Profit Corporation Act of 1986, as from time-to-time amended, requires to be approved by members; (3) fill vacancies on the board of directors or on any of its committees; (4) elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (5) adopt, amend, or repeal the bylaws or the articles of incorporation of the corporation; (6) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or (7) amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

SECTION 3. PROCEDURES. Each committee may establish its own procedures for the conduct of its business provided that those procedures are not inconsistent with the following:

a. Meetings and Notice. Subject to action by the board of directors, each committee by majority vote of its members shall determine the time and place of its meetings and the notice required therefor.

b. Quorum. Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action.

c. Unanimous Consent. A committee may act by unanimous consent in writing without a meeting, provided, however, that the consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more committee members. All of the approvals evidencing the consent shall be delivered to the secretary of the corporation to be filed in the corporate records. The action taken shall be effective when all the committee members have approved the consent unless the consent specifies a different effective date.

d. Telephone Meetings. Committee members may participate in and act at any meeting of a committee 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.

e. Minutes. Minutes of all meetings of the committee shall be prepared and provided to the secretary of the corporation for inclusion with the corporation's records.

SECTION 4. STANDING COMMITTEES. The standing committees of the board of directors shall be:

a. Executive Committee. The executive committee of the board of directors, serving at the pleasure of the board, shall consist of the president (who shall serve as its chairperson), president-elect, immediate past president, secretary, treasurer and executive director, who shall serve at the pleasure of the board. Subject to the limitations set forth in Section 2 of this Article 6, the executive committee shall have and exercise the full authority of the board of directors between meetings of the board.

b. Board Governance and Nominating Committee. The board governance and nominating committee shall consist of a chairperson (who may be the immediate past president if he or she is able to so serve) and at least two (2) other directors of the corporation, all of whom shall be appointed by the board of directors and shall serve at the pleasure of the board. While past board members may be appointed, a three-quarters (3/4) majority shall be present board members. Each year the board governance and nominating committee shall nominate a candidate or candidates from among the regular members of the corporation to fill each vacancy on the board of directors which arises as a result of the expiration of the terms of office of the directors whose terms then expire, for the Board's approval and recommendation to the membership at the membership annual meeting. At least ten (10) days before each annual membership meeting, the list of nominated candidates eligible for election by the regular members of the corporation entitled to vote shall be sent or otherwise provided to all members of the corporation entitled to vote. The list of nominated candidates eligible for appointment by the board of directors pursuant to Article 5, Section 5 shall be sent to all directors of the corporation with the notice of board meetings as provided in Article 5, Sections 6 and 7. The list of candidates nominated to serve as officers shall be sent to all directors of the corporation with the notice of the annual meeting of the board of directors.

In addition to the foregoing, the board governance and nominating committee shall be responsible for the orientation of new members of the corporation's board of directors and the training of the corporation's board of directors.

c. Administration, Personnel and Finance Committee. The administration, personnel and finance committee shall consist of a chairperson (who may be the treasurer if he or she is able to so serve) and at least two (2) other directors of the corporation, all of whom shall be appointed by the board of directors and shall serve at the pleasure of the board. This committee shall be responsible for overseeing the administrative, personnel and financial affairs of the corporation. The committee shall report and make recommendations with respect to such matters to the board of directors and executive committee. Unless the board appoints a separate audit committee, this committee (excluding any members of the committee who are employees or staff members of the corporation or who are related to employees or staff members of the corporation) shall serve as the audit committee.

d. Attorney Ministries Committee. The Attorney Ministries committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve at its pleasure. A majority of the membership of the committee, including the chairperson and at least one (1) other member, shall be directors of the corporation. Subject to the oversight and supervision of the executive committee, and in conjunction with the executive director, this committee shall be responsible for providing guidance and direction to the Attorney Ministries of the corporation between meetings of the board.

e. Center for Law and Religious Freedom Committee. The Center for Law and Religious Freedom committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve at its pleasure. A majority of the membership of the committee, including the chairperson and at least one (1) other member, shall be directors of the corporation. Subject to the oversight and supervision of the executive committee, and in conjunction with the executive director, this committee shall be responsible for providing guidance and direction to the corporation's Center for Law and Religious Freedom between meetings of the board.

f. Legal Aid Ministries Committee. The legal aid ministries committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve

at its pleasure. A majority of the membership of the committee, including the chairperson and at least one (1) other member, shall be directors of the corporation. Subject to the oversight and supervision of the executive committee, and in conjunction with the executive director, this committee shall be responsible for providing guidance and direction to the corporation's Legal Aid Ministries between meetings of the board.

g. Audit Committee. The audit committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve at the pleasure of the board. A majority of the membership of the committee, including its chairperson, shall be directors of the corporation. No member of the audit committee shall be an employee or staff member of the corporation or related to any employee or staff member by blood or marriage. The committee shall: make recommendations to the board for the appointment of independent auditors; review, evaluate and (if applicable) oversee the implementation of, any recommendations made by the independent auditors about the corporation's internal accounting and management controls; review the corporation's annual financial statements with the independent auditors; assist the board in any responsibilities it might have with regard to financial accounting and reporting; advise the board with respect to any other financial or legal matters as the committee determines might be helpful to the board; and act as a liaison between the board and the corporation's independent auditors. Unless a separate audit committee is appointed by the board, the administration, personnel and finance committee (excluding any members of the committee who are employees or staff members of the corporation or who are related to employees or staff members of the corporation) shall serve as the audit committee.

h. Development Committee. The development committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve at its pleasure. A majority of the membership of the committee, including the chairperson and at least one (1) other member, shall be directors of the corporation. This committee shall be responsible for overseeing the efforts of the corporation to raise funds through grants and contributions from the corporation's members, foundations and others. The committee shall report and make recommendations with respect to such matters to the board of directors and executive committee.

i. Law Student Ministries Committee. The law student ministries committee shall consist of at least three (3) persons, all of whom shall be appointed by the board of directors and shall serve at its pleasure. A majority of the membership of the committee, including the chairperson, shall be directors of the corporation. Subject to the oversight and supervision of the executive committee, and in conjunction with the executive director, this committee shall be responsible for providing guidance and direction to the law student ministries of the corporation between meetings of the board.

SECTION 5. EX OFFICIO MEMBER. The president of the corporation shall be an ex officio member of all standing committees of which he or she is not otherwise a designated member with the same rights (including the right to vote) as all other members of the committee.

SECTION 6. ADVISORY COMMITTEES. In addition to the committees of the board of directors which are the subject of Sections 1 through 5 of this Article 6, either the board of directors or the president may appoint advisory committees. Such committees may consist of any two (2) or more members of the corporation and may, but need not, include one (1) or more directors. Unless the board of directors or the president appoints a chairperson of an advisory committee, that committee may elect its own chairperson and, except insofar as they might be inconsistent with any rules or procedures established for the advisory committee by the board of directors or the president, each advisory committee may establish its own rules and procedures. Such committees shall act in an advisory capacity only and may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or the officers of the corporation with respect to such matters as are specified by the board.

## ARTICLE 7 - OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be the president, the president-elect (who may also be referred to as the vice-president), the immediate past president, the executive director, the treasurer, the secretary, and such assistant treasurers and secretaries as may be elected or appointed by the board of directors. Any two (2) or more offices may be held by the same person except the offices of president, president-elect and secretary.



SECTION 2. ELECTION. The officers of the corporation shall be elected at such annual meetings of the directors of the corporation as are necessary to fill vacancies as they arise as a result of the expiration of officers' terms of office, except that the office of president shall be filled by the president-elect and the office of immediate past president shall be filled by the president. Such officers (other than the president and the immediate past president) shall be elected from among a list of regular members nominated by the board governance and nominating committee, as provided in Article 6, Section 4.b of these bylaws, except that candidates for the offices of executive director, assistant secretary and assistant treasurer need not be nominated by the board governance and nominating committee and need not be members of the corporation.

SECTION 3. TENURE. Each officer shall hold the office to which he or she is elected until the second (2nd) annual meeting of directors following his or her election and until his or her successor has been elected and qualified, unless he or she sooner resigns or is removed from office, except that the term of office of the president, president-elect, immediate past president, secretary and treasurer shall terminate sooner upon the termination of their membership in the corporation. All officers may succeed themselves in office except the president, president-elect and immediate past president.

SECTION 4. THE PRESIDENT. The president shall preside at all meetings of the members and of the board of directors, shall be the chairperson of the executive committee, and shall be an ex officio member of all other standing committees. Between meetings of the board of directors and the executive committee, the executive director shall report to the president and the president shall be the representative of the board in matters regarding the interpretation and implementation of policies established by the board.

SECTION 5. THE PRESIDENT-ELECT. The president-elect (who may also be referred to as the vice-president) shall assist the president in the discharge of his or her duties, as the president may direct, and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors. In the absence of the president, or in the event of the president's inability or refusal to act, the president-elect shall perform the duties of the president, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the president. The president-elect shall also perform such other duties as are appropriate to the office of president-elect or vice-president. Upon the termination of the president's term of office, upon its expiration or for any other reason, the president-elect shall become president of the corporation.

SECTION 6. THE IMMEDIATE PAST PRESIDENT. The immediate past president may serve as the chairperson of the board governance and nominating committee and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

SECTION 7. THE EXECUTIVE DIRECTOR. The executive director shall be the chief executive officer of the corporation. Subject to the direction and control of the board of directors, and the president as the representative of that board, the executive director shall be in charge of the ministry and other activities and business of the corporation. He or she shall see that resolutions and directions of the board of directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the board of directors. In general, the executive director shall discharge all duties incident to the office of the chief executive officer of the corporation and such other duties as may be prescribed by the board of directors from time to time. He or she shall be responsible for the administration, programs and funding of the corporation, including the spiritual leadership of the corporation and its staff; recruiting and training of staff members; planning, interpreting, implementing and evaluating programs; supervising all of the corporation's publications; raising the entire funding needed for the operations, programs and special needs of the corporation; and reporting regularly to the board of directors and the president. He or she may vote all securities which the corporation is entitled to vote except as, and to the extent that, such authority is vested in a different officer or agent of the corporation by the board of directors.

SECTION 8. THE TREASURER. The treasurer shall be the principal financial officer of the corporation and may be the chairperson of the administration, personnel and finance committee. He or she shall review the receipt and disbursement of all moneys due to or belonging to the corporation and shall keep or cause to be kept regular and correct accounts. He or she shall assure that a financial report is

submitted at each regular meeting of the board of directors and shall perform such other duties as are assigned to him or her by the board of directors or as are appropriate to the office.

SECTION 9. THE SECRETARY. The secretary shall record or cause to be recorded the minutes of all meetings of members and the board of directors and shall assure that all corporate minutes and other records are accurately and properly maintained. He or she shall also assure that all notices of meetings of members and the board of directors are given in accordance with these bylaws, or as required by law, and that a list of all members of the corporation is properly maintained. The secretary shall have the authority to certify the bylaws, resolutions of the members and board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof, and shall 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 the board of directors.

SECTION 10. THE ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the executive director or the board of directors.

SECTION 11. OTHER AUTHORITY AND DUTIES. In addition to any authority and duties described above, all officers of the corporation shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolution of the board of directors not inconsistent with these bylaws and such implied authority as recognized by the common law from time to time.

SECTION 12. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interest of the corporation will be served thereby.

SECTION 13. VACANCIES. A vacancy in any office for any reason may be filled by the board of directors for the unexpired portion of the term.

#### ARTICLE 8 - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents, 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. When the execution of any contract or any other instrument has been authorized by the board of directors, or otherwise, without specification of the executing officer, the president or the president-elect or the executive director, either individually or with the secretary or any assistant secretary, may execute the same in the name of and on behalf of the corporation, and, if the corporation adopts a corporate seal, any such officer may affix that seal thereto.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or 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.

SECTION 3. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### ARTICLE 9 - LIMITATIONS ON DEBT, LOANS, CORPORATE ACTIVITIES, USE OF INCOME AND ASSETS, AND DISSOLUTION

SECTION 1. DEBT. No debt shall be incurred by the corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the corporation, unless authorized by the board of directors.

SECTION 2. LOANS TO OFFICERS AND DIRECTORS. Except as provided in Article 10, Section 5 of these bylaws, no loan shall be made by the corporation to a director or officer except that a loan may be made to a director or officer who is employed by the corporation if authorized by a majority of the non-employed directors and either: (a) the purpose of such loan is to provide financing for the principal residence of the employed director or officer upon receipt of adequate collateral consisting of marketable real estate or securities readily capable of valuation; or (b) the loan is otherwise in furtherance of the purposes of the corporation and in the ordinary course of its affairs.

SECTION 3. ACTIVITIES. The corporation is organized exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 4. INUREMENT OF INCOME. The corporation shall not have or issue shares of stock and no dividends shall be paid to its members, directors or officers. No part of the net income of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, provided, however, that, except as otherwise provided in these bylaws, the corporation may pay reasonable compensation to its members, officers and directors for services rendered, and the corporation may indemnify its officers, directors, employees and agents in accordance with Article 10 of these bylaws.

SECTION 5. LEGISLATIVE AND POLITICAL ACTIVITIES. No substantial part of the activities of the corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation (unless, and then only to the extent, permitted by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECTION 6. DISSOLUTION. In the event of the dissolution of the corporation, its assets not required for the payment of its liabilities and obligations and not held upon condition requiring return, transfer or conveyance by reason of the corporation's dissolution, shall be transferred or conveyed to one (1) or more corporations, societies, or organizations engaged in activities substantially similar to those of the corporation, pursuant to a plan of distribution adopted as provided in the Illinois General Not-For-Profit Corporation Act, provided, however, that no distribution of the assets of the corporation shall be made to any organization if at the time of distribution that organization is not an organization which has been determined by the Commissioner of the Internal Revenue to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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 religious purposes.

#### ARTICLE 10 - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. GENERAL. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or Advisory Council member, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by

judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. ACTION BY OR IN THE NAME OF THE CORPORATION. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or Advisory Council member, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. EXPENSES. To the extent that a director, officer, employee or agent of the corporation, or Advisory Council member has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION THAT INDEMNITY IS PROPER. Any indemnification under Sections 1 and 2 of this Article 10 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent, or Advisory Council member is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. ADVANCE OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent, or Advisory Council member to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, or Advisory Council member and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent, or Advisory Council member of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 10.

SECTION 8. MERGER, ETC. References to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 9. EMPLOYEE BENEFIT PLANS. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation or Advisory Council member which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

SECTION 10. INTERPRETATION. The indemnification provided by this Article 10 is intended to be, and shall be construed to be, as extensive as possible under Section 108.75 of the Illinois General Not For Profit Corporation Act of 1986, as from time-to-time amended.

#### ARTICLE 11 - AFFILIATED ORGANIZATIONS

The members of the corporation, together with other concerned Christians, may begin local affiliated public ministries to help the corporation implement its ministry at the local level. Except as otherwise determined by the board of directors, any such ministry shall be affiliated with the Corporation through an affiliation agreement and the affairs of that organization shall be conducted in accordance with an administrative manual published by the corporation, the terms of which shall be established by the board of directors. Unless otherwise determined by the board, the affiliation agreement, among other things, shall provide for representation of some of the corporation's local members on the board of directors or governing board of the affiliate, agreement with the corporation's statement of faith and a commitment to work with the corporation to advance religious freedom, Biblical justice and reconciliation.

#### ARTICLE 12 -- LOCAL CHAPTERS

SECTION 1. FORMATION AND AFFILIATION. Any three (3) or more regular members of the corporation residing in any locality may form an attorney chapter of members of the corporation in that locality for the holding of regular meetings of not less than three (3) annually and for carrying out the purposes of the corporation. The members of the corporation desiring to form the local chapter shall apply for affiliation of that chapter by filing with the corporation an application containing the names and addresses of the members desiring to form the chapter and the secretary and each other officer of the chapter designated by them, all rules to be adopted by the chapter and such other information as is requested by the corporation. Affiliation of the attorney chapter shall take place upon the approval of its application by the corporation and its delivery to the corporation of an undertaking in a form designated by the corporation governing the chapter's use of the service marks "Christian Legal Society," "CLS" and such other marks as are owned by the corporation. In order to maintain its status as an affiliated chapter, the chapter membership at all times must include at least three (3) regular members of the corporation and all officers must be regular members of the corporation. While it may charge event or activity participants a reasonable event or activity fee for a particular chapter event or activity (e.g. a dinner or a conference etc.) and ought to provide an event or activity fee discount for CLS members, an affiliated attorney chapter may never charge or receive any form of membership dues, except the CLS chapter dues-sharing revenues sent to it by CLS pursuant to the CLS dues-sharing program. While attendance at chapter events or activities shall be open to all who are invited by attorney chapter members, all attorney chapter members must be CLS members.

SECTION 2. REPORTS. Promptly after each attorney chapter is affiliated, it shall notify the corporation of the names and addresses of its members and provide the corporation with its mailing list (including e-mail addresses). Annually thereafter it shall file with the corporation a report containing the names and addresses of its secretary, other officers and members, a summary of its meetings and activities during the previous year, its updated mailing list, and such other information as is requested by the corporation. At the same time it shall file with the corporation specimens of literature, notices and other items published by it which identify it as an attorney chapter of the corporation or which otherwise use the marks owned by the corporation.

SECTION 3. REVOCATION OF RECOGNITION. The affiliation and recognition of any CLS chapter may be revoked by the corporation at any time for any reason.

SECTION 4. FORMS AND PROCEDURES. The application of a CLS chapter for recognition, the undertaking regarding its use of the marks owned by the corporation and the annual report to be filed by the CLS chapter shall be in a form designated by the board of directors of the corporation. The recognition and revocation of recognition of CLS chapters shall be determined by the board of directors of the corporation or such committee or person as is designated by it, in that board's, committee's or person's sole discretion.

### ARTICLE 13 -- STUDENT CHAPTERS

SECTION 1. FORMATION AND RECOGNITION. Any three (3) or more student members of the corporation who are regularly attending any law school or other institution for higher education may form a student chapter of the corporation at that institution for the holding of regular meetings of not less than four (4) during each school year and for carrying out the purposes of the corporation. The student members of the corporation desiring to form the student chapter shall apply for recognition of that chapter by filing with the corporation an application containing the names and addresses of the student members desiring to form the chapter and the secretary and each other officer of the chapter designated by them, all rules to be adopted by the chapter and such other information as is requested by the corporation. Recognition of the student chapter shall take place upon the approval of its application by the corporation and its delivery to the corporation of an undertaking in a form designated by the corporation governing the chapter's use of the service marks "Christian Legal Society," "CLS" and such other marks as are owned by the corporation. In order to maintain its status as a recognized student chapter, the chapter membership at all times must include at least three (3) student members of the corporation and all officers must be student members of the corporation. Whenever feasible, each student chapter shall have a regular member of the corporation approved by the corporation as an advisor.

SECTION 2. REPORTS. Each student chapter shall submit to the corporation any reports requested by the corporation. At least annually, the chapter shall file with the corporation specimens of literature, notices and other items published by it which identify it as a student chapter of the corporation or which otherwise use the marks owned by the corporation.

SECTION 3. REVOCATION OF RECOGNITION. The recognition of any student chapter may be revoked by the corporation at any time for any reason.

SECTION 4. FORMS AND PROCEDURES. The application of a student chapter for recognition, the undertaking regarding its use of the marks owned by the corporation and any reports to be filed by the student chapter shall be in a form designated by the board of directors of the corporation. The recognition and revocation of recognition of student chapters shall be determined by the board of directors of the corporation or such committee or person as is designated by it, in that board's, committee's or person's sole discretion.

### ARTICLE 14 - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December.

#### ARTICLE 15 - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors. It shall also keep, at its registered office or principal office, a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE 16 - RULES OF ORDER

Except insofar as they are not consistent with the corporation's articles of incorporation, or these bylaws, or applicable law, all meetings of the members and the board of directors of the corporation shall be governed by the parliamentary procedures of Robert's Rules of Order, as from time to time revised.

#### ARTICLE 17 - AMENDMENTS

These bylaws may be altered, amended or repealed, or new bylaws adopted, by the board of directors, but only after written notice containing the substance of any alteration, amendment, repeal or new bylaw has been given to each director at least thirty (30) days prior to the meeting at which such action is to be taken.