

AMENDED AND RESTATED BYLAWS OF  
THE ASSOCIATION OF PROFESSIONAL RESPONSIBILITY LAWYERS,  
an Illinois nonprofit corporation

[December 2018, Resubmitted Proposal]

ARTICLE I NAME

The name of this organization is the Association of Professional Responsibility Lawyers (“APRL”).

ARTICLE II PURPOSES

Section 1. In General. APRL is an organization of lawyers, judges, and legal educators with interests in lawyer professional-responsibility matters, including legal malpractice. The purposes of APRL are to advance the interests of its members through endeavors such as educational programs, meetings, seminars, public outreach programs, and advocacy on issues of the professional responsibility of the legal profession.

Section 2. Not for Profit. APRL is not organized and will not be operated for pecuniary profit. It shall not pay dividends or other financial distributions to its members, directors, officers, or other private persons, except that APRL may reimburse reasonable expenses advanced, pay reasonable compensation for services rendered, and make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article. APRL will operate as a trade association under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III OFFICES

The principal office of APRL shall be in Chicago, Illinois. Executive headquarters and business offices may be established elsewhere in the United States as APRL’s Board of Directors from time to time determines [after reasonable advance notice to the Members](#).

ARTICLE IV MEMBERSHIP

Section 1. Members.

Membership in APRL is available to lawyers, judges, law professors, and bar counsel admitted to practice law and in good standing in any jurisdiction who have an interest in the standards of conduct applicable to persons who provide legal services. For purposes of these by-laws, “good standing” includes inactive, emeritus, and other similarly designated lawyers whose change to inactive status did not result from discipline by a licensing authority.

Section 2. Dues Obligation. Each member shall pay annual dues to APRL in accord with policies established by the Board of Directors.

Section 3. Voting. Each member shall be entitled to one vote on matters committed to a vote of the membership by the Board of Directors or by these bylaws.

## ARTICLE V MEMBERSHIP MEETINGS

Section 1. Annual Meetings and Other Membership Meetings. APRL shall hold at least one meeting of the membership annually (the “Annual Meeting”) and such other membership meetings within the United States as the Board of Directors may see fit to call on the same notice as required below for the Annual Meeting.

Section 2. Quorum. Those members present at any duly called meeting of APRL shall constitute a quorum.

Section 3. Notice of Membership Meetings. Any Annual Meeting or other meeting of the membership shall require that a sixty-day notice be given to all then-current members which fairly advises the membership of the topics to be addressed at the meeting.

Section 4. Rules of Procedure. All meetings of the APRL membership or Board of Directors shall be administered consistent with Roberts’ Rules of Order.

## ARTICLE VI BOARD OF DIRECTORS

Section 1. General. Except for those matters expressly reserved to the members by statute, the Articles of Incorporation or these Bylaws, the business and affairs of APRL shall be managed by a Board of Directors (the “Board”). The Board shall have broad management authority and discretion, including but not limited to the authority to admit members consistent with Article IV, to set annual dues, to hold meetings, to appoint officers and committees, to collect and to spend APRL funds, to maintain a membership list, and to terminate memberships. The Board may delegate any of its responsibilities to one or more committees or individual members. The Board shall be elected by the members in the manner provided by Section 2 of this Article. By vote of no fewer than four directors, the Board may submit to the membership questions that the Board considers unresolved or controversial; if the Board deems it inexpedient to call an in-person meeting to vote on that question or to wait until the next Annual Meeting for a member vote, the Board may submit the question to the membership by email or by first class mail, with the question to be determined by a simple majority of all APRL members.

Section 2. Constituency, Term, and Election. The Board shall consist of eleven APRL members. Upon election, each director shall immediately enter upon the performance of his or her duties and continue in office for his or her elected term and until his or her successor is elected and qualified or until his or her resignation, death, or removal. The President, President-Elect, Secretary, Treasurer (each of whom shall be elected in the manner provided for in Article VII herein), the Immediate Past President, and six At-Large Directors shall comprise the Board. The terms of the officer members on the Board shall run concurrently with their terms as officers (and as Immediate Past President). There shall be six At-Large Directors, who shall be elected for two-year terms each year, as provided in Article VII, Sections 2 and 5. Any At-Large Director who has served two full two-year terms shall not be eligible for reelection. The President of APRL shall serve as the Chairperson of the Board. It shall be the duty of the President as Chairperson of the Board to preside at all meetings of the APRL membership and of

the Board and to perform all other duties of the office of Chairperson as usually understood. In his or her absence, the President-Elect shall perform such duties.

Section 3. Vacancies. If the position of President-Elect, Secretary, Treasurer, Immediate Past President, or At-Large Director shall become vacant, it shall be filled by an appointment by the Board. Any person who is appointed to the position vacated by the President-Elect shall not automatically assume the office of the President at the next Annual Meeting. In such event, the office of the President shall be filled by vote at such Annual Meeting, as provided for in Section 5 of Article VII. Any vacancy in the office of the President shall be filled automatically by the President-Elect, who shall then appoint an individual to serve in the position vacated by the President-Elect.

Section 4. Disability. If a director is no longer able effectively to perform the ordinary and necessary functions associated with that position or of his or her elected or appointed office, as determined by a vote of a majority of the other directors, said director shall be notified by the President or, if the President is deemed incapacitated, by the President-Elect that said director has been removed from office. The vacancy shall thereafter be filled as set forth in Section 3 of this Article.

Section 5. Voting. Each director shall have one vote and, unless otherwise required by statute, the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall constitute the action of the. Directors may vote, and a quorum may be met, by written proxy but only if such proxy is given to another director prior to the meeting at which it is to be used.

Section 6. Quorum. The presence, in person, by telephone, or by written proxy of at least six directors shall constitute a quorum.

Section 7. Written Consent. Any action that could be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the directors entitled to vote. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Section 8. Meetings. The Board shall meet at each APRL Annual Meeting. In addition, special Board meetings may be called at any time on at least forty-eight hours notice by the President.

Section 9. Finances. The Board shall formulate and administer APRL policy respecting authorized expenditures and shall have the power to allocate the funds of APRL to carry out the purposes of APRL.

Section 10. Transparency of Accounts. The Board shall cause the financial accounts of APRL to be reviewed annually by APRL's Certified Public Accounting firm and the Treasurer shall post a report of such review, which need not be certified, onto APRL's web site not later than two months following the Annual Meeting.

## ARTICLE VII OFFICERS AND AT-LARGE DIRECTORS; ELECTIONS

Section 1. Officers. The officers of APRL shall be a President, a President-Elect, a Secretary, and

a Treasurer.

Section 2. At-Large Directors. There shall be six At-Large Directors whose terms will be for two (2) years and staggered so that the term for three will expire at the Annual Meeting in odd numbered years and the term for the other three will expire at the Annual Meeting in even numbered years.

Section 3. Duties. The duties of the officers shall be as usually pertain to the offices they hold and any other duties as may be delegated by the Board or as prescribed in these Bylaws.

Section 4. Term. The officers of APRL shall take office at the close of the Annual Meeting and shall hold office for one year or until their successors qualify. Officers may succeed themselves in office, except as prevented by the operation of these Bylaws. The At-Large Directors shall take office at the close of the Annual Meeting in which they are elected and shall hold office for two years or until their successors qualify.

Section 5. Election of Officers and At-Large Directors.

a. The President-Elect shall succeed to the office of the President at the expiration of the President's term of office.

b. The Nominating Committee shall submit to the secretary not fewer than ninety days prior to the first day of each Annual Meeting the names of candidates for the offices of President-Elect, Secretary, Treasurer, At-Large Directors, and such other officers as the Board deems necessary. In the event of a vacancy in the office of the President which is filled in the manner provided for in Section 3 of Article VI herein, the Nominating Committee shall also submit the name of a candidate for the office of President.

c. The Secretary shall cause a notice containing all the nominations received pursuant to Section (b) herein to be mailed to all members not fewer than sixty days prior to the applicable Annual Meeting.

d. In addition to the candidates selected by the Nominating Committee, not fewer than five APRL members may submit to the Secretary not fewer than forty-five (45) days prior to the first day of the applicable Annual Meeting, a petition with the name or names of candidates for any office or At-Large Directorship (except the office of President) they wish added to the ballot. The Secretary shall cause a notice containing all the nominations received pursuant to this paragraph to be mailed or emailed to all APRL members not fewer than thirty days prior to the first day of the applicable Annual Meeting.

e. Elections shall be conducted at the Annual Meeting. A majority of the votes entitled to be cast by those members present at a meeting shall be necessary to elect an officer or At-Large Director. In the event there are more than three candidates for an office, other than At-Large Directors, and no one candidate receives a majority vote, the candidate receiving the fewest votes shall be dropped from the ballot and a new vote shall be taken. This procedure shall be repeated until one candidate receives a majority of the votes. If there is a tie vote, the President may select one of the tied candidates to serve. If there are more candidates for At-Large Director positions than positions open, the top-vote recipient is elected and the remaining candidates must run-off

in the same manner to fill the remaining position. If there is a tie for top vote in either the initial or subsequent votes, each of the top vote getters shall be appointed if sufficient spaces remain. If not, the outgoing President shall make the appointment of the At-Large Director. When only one candidate is nominated for an office, the President may call for a voice vote.

## ARTICLE VIII COMMITTEES

Section 1. Nominating Committee. There shall be a Nominating Committee to perform the functions described in Article VII. The Nominating Committee shall include the Immediate Past President, who shall serve as the chair, and four additional APRL members designated by the Board.

Section 2. Public Statements Committee. There shall be a Public Statements Committee to perform the functions described in Article X. The President shall appoint no fewer than five APRL members to serve on the Public Statements Committee.

Section 3. Other Committees. Additional committees may be established by the Board to function for so long as the Board may decide and whose members shall be selected in such manner as the Board may in its discretion determine.

## ARTICLE IX REPRESENTATION OF ASSOCIATION

Section 1. Representation. No member of APRL shall express as a policy or position of APRL except as authorized by the Board or otherwise in accord with these bylaws.

Section 2. Personal Views of Members. Any member who, when making a public statement, other than as authorized by Section 1 above, permits himself or herself to be identified as an officer, director, or member of APRL shall clearly identify that he or she is expressing personal views and not necessarily those of APRL.

## ARTICLE X PUBLIC POSITIONS AND STATEMENTS

Section 1. In General. The Board may, in its discretion, authorize the adoption of public positions or statements that, in the judgment of the Board, are consistent with the tax-exempt purposes of APRL, following the procedure outlined in this Article X.

Section 2. Procedure regarding requests for a public position or statement.

a. The Public Statements Committee shall review requests by any APRL member that APRL issue a public statement or take a public position with respect to a current issue or controversy, consistent with the interests and goals of APRL, through any appropriate means including, but not limited to, amicus briefs, press releases, ethics opinions, letters to the editor, other publications, letters, statements, or reports, or testimony given to a government entity or a professional organization. Unless the Board determines otherwise based on timeliness or other considerations, all member requests for APRL to take a public position will be referred initially to the Public Statements Committee for its review and recommendation.

b. Member requests shall be in writing and briefly set forth the issues, the position recommended and the reasons therefor.

c. If a request is made on behalf of or in aid of an individual or entity outside of APRL, the APRL member submitting the request shall disclose the circumstances leading to the request.

d. Requests shall be submitted in a timely fashion, according to the nature of the request. In the case of an amicus brief, timeliness shall be determined based upon the requirements of the applicable jurisdiction. The Public Statements Committee shall exercise discretion in determining timeliness, but shall not unreasonably reject or refuse to consider a request on that basis alone.

### Section 3. Report by the Public Statements Committee to the Board.

The Committee shall make a written report and recommendation to the Board on each request received. Such report shall recommend that the Board either (1) adopt a public position or statement, accompanied by a proposed draft; (2) adopt a public position or statement, accompanied by an outline of a proposed draft, together with its recommendation for appointment of one or more APRL members to draft the document stating the approved public position or statement; or (3) deny the request.

### Section 4. Action by the Board.

a. The Board shall review and act upon the recommendations of the Public Statements Committee and promptly circulate to the membership the Committee's report and recommendation and the Board's action.

b. Adoption of a public statement or position as defined by this Article shall require approval of no fewer than eight directors.

c. The Board may, if it concludes that any matter is of sufficient merit and urgency, (a) convene to determine to adopt a public position or statement on its own motion, or (b) submit a request for making a public statement or taking a public position or statement to the membership, at the business meeting of the next regularly scheduled meeting of the membership.

### Section 5. Adoption of a public position or statement at a meeting of the membership.

a. Public Statement submitted to the membership by the Board. The Board may present any proposed public statement or position to the membership at any meeting of the membership by giving notice not less than sixty days prior to the first day of the meeting. A two-thirds vote of the membership present at the meeting shall be required to adopt a public statement or position under this paragraph.

b. Action on a member request for a public position or statement addressed to the Membership. Any member may not less than sixty days prior to the first day of any meeting of the membership, present a proposed public statement or position for consideration by the membership. A two-thirds vote of the membership present at the meeting shall be required to adopt a public statement or position under this paragraph.

c. Any member who cannot attend a regularly scheduled meeting but who wishes to have his or her views regarding a public statement or position be considered may, no later than five business days prior to the first day of the meeting, submit written comments of reasonable length setting forth the member's position. The Secretary shall distribute the comments to the membership or read the comments aloud, in whole or in part, at the Secretary's discretion.

d. Action on a request for a public position or statement made by a member without prior notice. A request for a public position or statement that is made during a meeting of the membership without prior notice in accordance with Sections 5(a) or (b) above, may be presented for an informal vote. APRL will not adopt a request made in this manner unless the Board, in its discretion, thereafter convenes and adopts the public statement or position or statement by a vote in accordance with Section 4 or submits the matter to the membership at a subsequent meeting of the membership pursuant to Section 5(a).

Section 6. As soon as practicable, the Board shall provide the membership, via the APRL listserv or other electronic means, with the text of any public statement or position or statement adopted and will post the public statement or position on the APRL website.

## ARTICLE XI INSIGNIA

The Association may have an insignia or corporate seal of such design as the Board determines from time to time.

## ARTICLE XII AMENDMENTS TO THE BYLAWS

Section 1. Petition for Amendment. Any petition for amendment of these Bylaws and the reasons therefore shall be submitted in writing to the Board through the Secretary over the signatures of not fewer than three members, which members may include members of the Board.

Section 2. Consideration by Board. Each petition for amendment shall be considered for the first time at the first Board meeting following receipt of the petition by the Secretary.

Section 3. Ratification by Membership. If any portion of the petition receives the affirmative vote of a majority of the Board, the Board shall present the change to the membership for ratification either: (a) at an Annual Meeting, following no less than thirty days prior notice to the membership, which would require the affirmative vote of a majority present and voting; or (b) by email or other electronic means, which would require the affirmative vote of a majority who respond within fourteen calendar days after such notice.

## ARTICLE XIII AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Resolution. The Board shall adopt a resolution setting forth the proposed amendment to the Articles of Incorporation and directing that it be submitted to a vote at a meeting of the members.

Section 2. Notice. The Secretary shall mail a notice setting forth the proposed amendment or a summary of the change to be effected thereby to each member within the time and in the manner provided in Article V.

Section 3. Adoption. The proposed amendment shall be submitted to the membership at the next Meeting of APRL. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two thirds of the membership present at such meeting.

#### ARTICLE XIV ENDORSEMENT

APRL's name may not be used in any way which tends to indicate official endorsement of commercial products, services, or publications, which implies an endorsement of any business, or which suggests that membership in APRL is available to any organization, without the approval of the membership given at a meeting of the membership following notice of the proposal not less than sixty days prior to the first day of the meeting.

#### ARTICLE XV DISSOLUTION

Upon the dissolution of APRL, the Board shall, after paying or making provision for the payment of all the liabilities of APRL, distribute all assets of APRL exclusively to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board may determine.

#### ARTICLE XVI NOTICE OTHER THAN BY MAIL

Whenever these bylaws require notice by mail, notice may be given by e-mail or by such other method as may be determined by the Board to be reasonably calculated to provide actual notice.

As adopted by the membership and amended August 2004, August 2012, August 2014, August 2016, and January 2019.