



**CONSTITUTION\***  
of the  
Commercial Law League of America®

***Effective date of this Constitution is May 4, 2019***

Article I.....	Board of Governors
Article II.....	Officers
Article III.....	Executive Vice President
Article IV.....	Committees
Article V.....	Membership
Article VI.....	Dues
Article VII.....	Sections
Article VIII.....	Regional Member Associations
Article IX.....	Vacancies
Article X.....	Annual Convention
Article XI.....	Publications
Article XII.....	Fiscal Year
Article XIII.....	Amendments to the Constitution
Article XIV.....	By-Laws
Article XV.....	Patron Fund and Other Funds

This association shall be known as the Commercial Law League of America (“the League”). Its objects shall be: to promote uniformity of legislation in matters affecting commercial law; to elevate the standards and improve the practice of commercial law; to encourage the highest standards of conduct among its members and in the profession at large; and to foster among its members a feeling of fraternity and mutual confidence.

## **Article I**

### **BOARD OF GOVERNORS**

**SECTION 1. COMPOSITION OF BOARD:** The League shall be governed by a Board of Governors ("the Board"), to be composed of the following:

- A. The Officers of the League.
- B. The Immediate Past President of the League.
- C. Three League members, currently licensed and actively engaged in the practice of law, one of whom shall be elected each year for a term of three years.
- D. One person who is owner, officer, manager or representative of a collection agency or credit insurance company elected for a term of three years.
- E. One person who is the owner, officer, manager or representative of a law list or directory elected for a term of three years.
- F. One person from the Bankruptcy Section, one person from the Young Members' Section and one person from the Creditors' Rights Section of the League to be elected by each such Section as provided by the approved by-laws of the Section, each to serve a term that shall not exceed two years.
- G. A member shall not be eligible to be a candidate for the Board if any part of the term of that office would run concurrently with the term of an Officer or an elected member of the Board who is a shareholder, a partner, member, associate or employee of the same law firm, agency or law list as the member seeking to serve as an member of the Board.
- H. A member shall not be eligible to be a candidate for any position on the Board, unless such person has been a CLLA member in good standing for at least three (3) consecutive years immediately prior to being elected.

**SECTION 2: AUTHORITY AND RESPONSIBILITIES:**

- A. The Board shall have general supervision and direction of the Officers, Sections, committees and affairs of the League, and shall have full power and authority in the intervals between meetings of the League, to do all acts and perform all functions which the League itself might do or perform. All operative acts of the Board taken between Annual Conventions shall be reported to the convention following such action.
- B. Each member of the Board shall serve ex officio as a member of the executive council of the Regional Members Association of which s/he is a member, and shall represent the Board of the League, but shall not have the right to vote.
- C. The Board shall employ an Executive Vice President, who shall report to the Board regarding the day-to-day operations of the League.
- D. The Board shall employ certified public accountants to audit the books of the League. Such audit shall be conducted in advance of the Annual Convention so that the report of the auditors shall be delivered at the next convention of the League.

**SECTION 3. QUORUM: PRO TEM MEMBERS; MAIL OR ORAL VOTING:** At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. In absence of such a quorum at the Annual Convention of the League, such Convention shall immediately elect members pro tem sufficient to make a quorum who shall serve during the said Convention or until a quorum of regular members

appears. The President may at any time order a vote of the Board to be taken by mail, electronic mail, or orally, if followed by written or electronic confirmation.

**SECTION 4. PLACE OF MEETINGS; REIMBURSEMENT FOR EXPENSES:** The Board shall meet at such time and place as may be designated by the President. When such meetings occur between conventions, Board members may be reimbursed from the League Treasury for:

- A. Actual necessary expenses of transportation and
- B. If and when approved by the Board of Governors, other actual necessary expenses for attendance at such meetings.

**SECTION 5.** All Past Presidents of the League, shall be honorary members of the Board; provided that as such they shall have no vote on matters acted upon by the Board, nor be compensated for attendance at the meetings thereof, nor be counted in computing a quorum.

**SECTION 6. "FOR CAUSE"; MAJORITY VOTE:** Any officer or member of the Board may be removed for cause by a vote of a majority of the entire Board.

## **Article II**

### **OFFICERS**

**SECTION 1. OFFICERS:** The officers of the League shall be the President, President-Elect, Treasurer and Recording Secretary.

**SECTION 2. TERMS OF OFFICE:**

A. The President, President-Elect, and Recording Secretary, shall be elected for a one (1) year term, and shall serve until their successors have been elected and have taken the oath of office.

B. A member who has served as President, President-Elect, Recording Secretary or has held a position on the Board, shall not be eligible for re-election to the same office for the next succeeding term; except that this restriction shall not apply to a member appointed to fill a vacancy nor to anyone who has been duly elected as President-Elect who has succeeded to the office of President because of the disability, death or removal of the elected President.

C. The Treasurer shall be elected for a three (3) year term and shall be eligible to serve one (1) additional three (3) year term, such service to continue until a successor has taken the oath of office.

**SECTION 3. ELIGIBILITY FOR OFFICE:**

A. To be eligible to serve as President or President-Elect, a member must have served on the Board for at least three (3) consecutive or non-consecutive years.

B. To be eligible to serve as Treasurer a member must have been elected to and previously completed a three (3) year term on the Board, or served as President of the League.

C. A member shall not be eligible to serve as an Officer of the League, if any part of the term of that office would run concurrently with the term of another Officer or an elected member of the Board who is a shareholder, a partner, member, associate or employee of the same law firm, agency or law list as the member seeking to serve as an Officer.

**SECTION 4. PRESIDENT:** The President shall have the following authority, duties and responsibilities.

- A. Serve as the chief executive and presiding officer of the League and preside at all meetings thereof.
- B. Convene the Board at any time between conventions, whenever in the judgment of the President a meeting of the Board shall appear to be necessary.
- C. Make an annual report to the members of the League at the Annual Convention.
- D. Perform such other duties as shall be required by the League or the Board, including the appointment of special Committees when authorized in accordance with Article IX.
- E. Serve as an ex-officio member of all Committees.

SECTION 5. PRESIDENT-ELECT: In the event of the absence, disability, death or removal of the President, the President-Elect shall perform the duties of the President. The President-Elect shall serve as an ex-officio member of all Committees.

SECTION 6. TREASURER: The Treasurer shall be the custodian of the funds of the League, and shall disburse the same on the warrant of the President. The Treasurer shall transmit, as soon as possible after the last day of each month, a detailed statement of all receipts and disbursements for the preceding month to the Board. The Treasurer shall invest the available funds of the League in accordance with the investment policy as adopted by the Board.

SECTION 7. RECORDING SECRETARY: The Recording Secretary shall coordinate the meetings of the League and such Committees as the Board shall direct.

SECTION 8. BONDING OFFICERS: The Executive Vice President and the Treasurer shall each give a surety company bond in such amounts as the Board may from time to time determine.

### **Article III**

#### **EXECUTIVE VICE PRESIDENT**

The Executive Vice President shall keep all records, correspondence, books, accounts and other documents belonging to the Board and the League and perform all other duties usually appertaining to the office. S/he shall from time to time and at least annually recommend to the President and the Board activities beneficial to the membership of the League. S/he shall have general charge of the League office and the personnel thereof. S/he shall attend all of the meetings and make and preserve complete minutes of its proceedings of the Board and those of the League. S/he shall at all times act under the direction of the President, subject to the superintending control of the Board of Governors. S/he shall receive and pay to the Treasurer all moneys belonging to the League and prepare and transmit to the President, warrants directed to the Treasurer for payment of all accounts. S/he shall be furnished a contingent fund of an amount to be established by the Board to be disbursed by him/her only on voucher checks and to be accounted for monthly to the President. The Executive Vice President shall transmit as soon as possible after the last day of each month, a detailed statement of all receipts and disbursements for the preceding month to the President and the Board. In the event of a vacancy in the position of Executive Vice President, the President with the concurrence of a majority of the Board may delegate the duties of the Executive Vice President to such other person(s) as may be appropriate.

### **Article IV**

#### **COMMITTEES**

SECTION 1. There shall be the following constitutional Committees:

- (1) Executive Committee

(2) Finance Committee

The by-laws of the League may provide for additional standing committees which may also be referred to as National and Substantive Law Committees.

SECTION 2. SPECIAL COMMITTEES: The President or the Board may create Special Committees deemed to be necessary or advisable. The resolution creating a Special Committee shall contain the term of its existence and the number of its members. Should the resolution creating any Special Committee omit the term of its existence the Special Committee terminates at the end of the term of the president who made the appointment.

SECTION 3. PRESIDENTIAL APPOINTMENTS; VACANCIES; BOARD APPROVAL: Except as otherwise provided for in this Constitution or in any by-laws of the League, the members of all committees shall be appointed by the President. The President shall have authority to remove a person from a committee. The President shall have authority to fill vacancies on any Constitutional Committee, subject to the approval of the Board. Except as provided in this Constitution or by-laws of the League, committee appointments are for a term of one year that terminates at the end of the term of the President who made the appointment. Any member of a Constitutional Committee may be removed for cause by a majority vote of the Board.

SECTION 4. NUMBER OF COMMITTEE MEMBERS; EXCEPTIONS:

A. The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Treasurer, Recording Secretary, and the Attorney Board Member who is in the third year of his/her term.

B. The Finance Committee shall consist of the President, President-Elect, Treasurer, Immediate Past Treasurer, and four other members appointed by the President. Only members who have served three years on the Board shall be eligible to serve as the appointed members on the Committee. Except when appointed to fill a vacancy thereon for an unexpired term, the terms of the appointed members of said committee shall be four years so that the term of one of the appointed members shall expire each year.

SECTION 5. DUTIES OF CONSTITUTIONAL COMMITTEES:

A. EXECUTIVE COMMITTEE: The Executive Committee shall assist the President, Executive Vice-President and other staff members concerning governance and management issues occurring in the day-to-day operation of the League. It shall act in an oversight committee capacity, monitoring and coordinating all League activities and reporting thereon to the Board. Where appropriate, it shall make recommendations to the Board for decision concerning policy issues or management issues which may require Board action. The committee shall also interface with League counsel.

B. FINANCE COMMITTEE: The Finance Committee, in conjunction with the Executive Vice President, the Executive Committee and Officers of the League, shall monitor and report to the Board on all issues concerning or related to the finances of the League including all of its Sections and Regions. The Finance Committee shall monitor compliance with this Constitution and other governing documents to ensure compliance with generally accepted accounting practices for the purpose of protecting the financial integrity of the League and act as an advisory committee to the Board to assist it in meeting its fiduciary obligations to the League membership. In addition, it shall be the obligation of this Committee to prepare a budget covering the League's income and expenditures for each fiscal year and to provide for an appropriation of all League funds and submit the budget to the Board.

## **Article V**

### **MEMBERSHIP**

**SECTION 1. ELIGIBILITY:** The following shall be eligible for membership in the League:

A. A person who has not violated standards of proper, moral, ethical or professional conduct of the state, province and country in which such person resides, who is (i) a lawyer in the practice of law, (ii) a member of the bench, (iii) a professor or teacher of law or a law student enrolled in an American Bar Association accredited law school or a teacher of commercial, insolvency or business law in an undergraduate school or college, (iv) an officer, manager or representative of a reputable collection agency, bureau or credit insurance company, (v) a representative of a legal directory or law list, (vi) any person employed in the office of any business listed in (i) – (v) or (vii) any person, not otherwise described above, who is actively engaged in credit, collection, bankruptcy, insolvency, turnaround or commercial business industries.

B. **LAW STUDENT MEMBERS:** A law student, while attending a law school accredited by the American Bar Association, shall be eligible to apply for law student membership in the League. The rights and privileges of law student membership shall be defined from time to time by the League's Board.

C. **TERMINATION OF MEMBERSHIP:** Any member who shall cease to possess the qualifications for membership hereinbefore prescribed, may, by vote of the Board, have that membership terminated.

**SECTION 2. HONORARY MEMBERSHIP:** The Board may confer honorary membership on such other persons as it determines merit such honor, including the rights and privileges of such membership.

#### **SECTION 3. LIFE MEMBERSHIP**

A. **WRITTEN REQUEST REQUIRED; AGE 75; MEMBER FOR 25 YEARS:** Any member who has reached the age of 75 years, has retired from the full-time practice, and who has been a member of the League for a period of 25 years may upon written request, become a life member.

B. **EXEMPT FROM PAYMENT OF DUES:** Life members shall be exempt from the payment of any further dues.

C. **EXCEPTION FOR CURRENT LIFE MEMBERS:** Current life members who do not meet these requirements will be entitled to retain their life member status.

#### **SECTION 4. APPLICATION FOR MEMBERSHIP**

A. The Board shall establish procedures for application to membership in the League. Such procedures shall include a mechanism for re-instatement of membership by any person whose previous membership lapsed, was delinquent in payment of dues, or whose previous application was rejected or voluntarily withdrawn upon objection being filed thereto.

B. **OBJECTIONS TO MEMBERSHIP:** Any objections to membership received by the Board shall be referred to a committee constituted to consider admission or rejection of an application or expulsion from the League. The recommendation of such committee shall be presented to the Board for final determination.

## **Article VI**

### **DUES**

SECTION 1. DUES SCHEDULE: The annual dues for membership of the League shall be established from time to time by the Board. All dues shall be payable in advance of the dues year, and if not paid within a period fixed by the Board in its annual schedule, the member shall be delinquent. A member delinquent in payment of dues shall not be entitled to any of the privileges of membership, including listing of their name in the annual Membership Roster.

SECTION 2. REINSTATEMENT: The Board shall also establish a protocol for reinstatement of any member delinquent on payment of dues.

SECTION 3. REMISSION OF DUES: The Board may for any reason which it may deem sufficient remit or suspend the payment of dues of any member of the League.

SECTION 4. SUSTAINING MEMBERSHIP: The Board may establish a category of Sustaining Member of the League upon payment of such one-time sum as the Board shall from time to time establish.

## **Article VII**

### **SECTIONS**

SECTION 1. ESTABLISHMENT: The Board may establish Sections of the League for the purpose of carrying on the functions of the League and may from time to time promulgate rules and regulations for the establishment, continuance, combination or discontinuance of Sections of the League.

SECTION 2. SECTIONS CREATED: The following Sections have been created by the Board of Governors in accordance with the provisions of this Article:

- A. Young Members' Section.
- B. Bankruptcy Section.
- C. Creditors' Rights Section.
- D. Agency Member Section.

SECTION 3. BY-LAWS; APPROVAL BY BOARD: Each Section shall have by-laws not inconsistent with this Constitution. Such by-laws and any amendments thereto shall be created and proposed by each section and shall become effective upon approval by the Board.

SECTION 4. CONTRACT AUTHORIZATION: No Section nor any officer, council member or staff person of any Section shall have the ability to enter into contracts or in any way bind the League America without the express consent of the Board.

## **Article VIII**

### **REGIONAL MEMBERS ASSOCIATIONS**

SECTION 1. ESTABLISHED BY BOARD: The Board may establish Regional Members Associations ("Regions"), for the purpose of carrying on the functions of the League on a local basis.

SECTION 2. REGION NAMES AND BOUNDARIES: The following Regions have been created by the Board in accordance with the provisions of this Article:

A. The Eastern Region consisting of Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, The U.S. Virgin Islands, and the Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, Ontario, and Quebec.

B. The Southern Region consisting of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia and Mexico.

C. The Midwestern Region consisting of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, and the Canadian Provinces of Manitoba and Saskatchewan.

D. The Western Region consisting of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the Canadian Provinces of Alberta and British Columbia, the Canadian Northwest Territories and the Yukon.

SECTION 3. ELIGIBILITY FOR MEMBERSHIP: Members of the League residing in the States or Provinces comprising a Region shall be members of that Region. Members of the League who do not reside within Region as outlined herein shall be eligible for membership in the Region nearest to their residence.

SECTION 4. BOARD GOVERNANCE: Governance over the Regions shall be vested in the Board, which shall from time to time promulgate rules and regulations for the establishment and operation of the Regions.

SECTION 5. REGION BY-LAW: Each Region shall have by-laws not inconsistent with this Constitution and such rules and regulations as may be adopted from time to time by the Board. Such by-laws and any amendments thereto may be created and proposed by each Region and shall become effective upon approval by the Board.

SECTION 6. CONTRACT AUTHORIZATION: No Region nor any officer, council member or staff person of any Region shall have the ability to enter into contracts or in any way bind the League America without the express consent of the Board.

## **Article IX**

### **VACANCIES**

SECTION 1. PRESIDENT-ELECT AUTOMATICALLY SUCCEEDS VACATED PRESIDENCY: If there is a vacancy in the office of the President, the President-Elect shall automatically succeed to the Presidency.

SECTION 2. PRESIDENT APPOINTS; BOARD APPROVAL: All other vacancies to elective office shall be filled by appointment by the President, which appointment shall be subject to the approval of the Board. Such appointments shall be for the term of the elected member who is being replaced.

SECTION 3. VACANCY OF NON-ELECTED BOARD SECTION REPRESENTATIVE: Any vacancy on the Board of a member designated by any Section of the League shall be filled in such manner as may be provided by the by-laws of said section.

## Article X

### ANNUAL CONVENTION

SECTION 1. BOARD SELECTS SITE: The League shall convene annually at such time and place as may be determined by the Board, which shall be the Annual Convention of the League.

SECTION 2. ORDER OF BUSINESS: The Executive Vice President shall propose the order of business for the coming Annual Convention and shall forthwith deliver the proposed order of business to the President. The consideration of such report shall be the first order of business at the first session of the first business day of the Annual Convention. For the purpose of this Article and any other Article of this Constitution the term "first business day" shall mean that day which is designated by the Board.

SECTION 3. ROBERT'S RULES: In all questions of order and parliamentary practice not covered by this Constitution and any Convention rules, Robert's Rules of Order, Newly Revised, shall govern.

SECTION 4. NOMINATIONS FOR ELECTIVE POSITIONS: For the purpose of selecting candidates to the Board and to the Offices of the League, the Board shall appoint annually a Nominating Council no less than 120 days before the first business day and establish the composition of procedures therefor.

A. NOMINATION REPORT: The Nominating Council shall prepare a report certifying the names of those candidates whose names are to be placed in nomination to the Executive Vice President of the League no later than forty-five (45) days prior to the first business day. In its report, the Council shall submit the name of the President-Elect for President and the names of one or more candidates for each elective office.

B. CONSENT TO NOMINATION: The Nominating Council shall obtain the written consent from any member whose name is to be placed in nomination. A copy of that consent shall be attached to its report.

C. PRESIDENT-ELECT; REFUSAL TO RUN FOR PRESIDENT: In the event the President-Elect shall refuse to permit his or her name to be placed in nomination for the Presidency, the Nominating Council shall submit the names of one or more candidates for the office of President, to be included in its report.

D. PUBLICATION: The report of the Nominating Council shall be published in an Official Publication of the League prior to the ensuing Annual Convention.

E. NOMINATION BY PETITION: Any candidate for whom a nominating petition has been signed by at least fifteen (15) members of the League in good standing and delivered to the Executive Vice President of the League no later than forty-five (45) days prior to the first business day shall be included on the ballot for election.

F. NOMINATIONS FROM FLOOR: If there is a ballot vacancy and no candidate for an elective position because of the death, incapacity or resignation of the candidate or candidates, the Board shall declare that nominations for such office are open and the names of candidates for such office shall be placed in nomination from the floor at such business session.

### SECTION 5 VOTING AND ELECTIONS

A. COMMITTEE ON ELECTIONS: The President shall appoint a Committee on Elections of not less than three (3) or more than five (5) members who shall be designated as election officials. No member of the Committee shall be a candidate for elective office. The Committee shall supervise and conduct all elections and the voting on any other matters.

B. BALLOT: The ballot for the election of candidates at the Annual Convention shall be in the form adopted in the Rules of Order for the Convention.

C. METHOD OF VOTING

1. FOR CONSTITUTIONAL AMENDMENTS: The voting for all Constitutional amendments shall be by written ballot.

2. FOR CANDIDATES: The election of candidates for office shall be by written ballot. In any case where there is only one candidate nominated for an office, election to that office shall be confirmed by a voice vote at a business meeting of the Annual Convention.

3. ELIGIBILITY: To be eligible to vote at the Convention, a member must be in good standing at the time the ballot is cast and, except if voting by absentee ballot, both registered and be personally present at the Convention to cast the vote. A member in good standing who is registered and is in attendance at the Annual Convention, but who at the time that the vote for any ballot questions or elections is to be cast will have permanently left the Convention, may vote by absentee ballot. The procedure for absentee balloting shall be determined by the Committee on Elections.

4. POLLS: The Rules of Order shall designate the hours and location of the polling place.

5. TABULATING THE VOTES: Upon the closing of the polls at the designated hour, the ballot boxes shall be promptly turned over to the Committee on Elections which shall in the presence of the Executive Vice President or designee, immediately count the ballots cast, including all qualified absentee ballots.

SECTION 6: RULES AND REGULATIONS: The Executive Vice President subject to the approval of the Board and not inconsistent with this Constitution shall promulgate such rules, regulations and procedures necessary to implement the provisions of this Article.

SECTION 7: CERTIFYING RESULTS: At the conclusion of the balloting, the results shall be certified by the Chairperson of the Committee on Elections to the President or presiding officer and to the Executive Vice President.

A. ELECTION OF CANDIDATES: The candidate receiving the most votes for the office or position for which the member was a candidate shall be declared to be elected.

B. TIE VOTE: In the event of a tie vote for any elected office or position, the outgoing President or presiding officer shall forthwith convene a special meeting of the outgoing Board who are present. Those Governors shall by written ballot vote to break the tie. No member of the Board who is a candidate for the office shall participate in the voting.

C. CONSTITUTIONAL AMENDMENTS:

1. Adoption of any Amendment to this Constitution shall require a vote of two-thirds of the eligible members casting votes.

2. If two (2) or more proposed Amendments, which amend the same Section of the same Article of the Constitution, receive the requisite vote for adoption, then the Amendment receiving the highest number of votes shall be adopted.

D. BALLOT QUESTIONS: Any ballot question submitted for a vote by the Board shall be adopted upon receiving a majority vote. If, in the opinion of the Board of Governors, it shall be deemed advisable to present any question to the membership of the League for decision between conventions,

the Board shall, in that event, have the right to present such question to the membership by mail or electronic mail, and a vote so cast shall be deemed as binding as if taken at the Annual Convention.

#### **Article XI**

#### **PUBLICATIONS**

SECTION 1. NAME; EDITOR; RESPONSIBILITIES: The Board of Governors may establish an official publication of the League, to publish articles of interest to members and to sell space therein for advertisements. In addition it may publish other publications of general circulation to League members, any of which may be used as the official medium of communication of the League and designated by the Board as the Official Publication. The President shall appoint the editor of the League publications who shall serve until a successor is appointed. The editor shall be responsible for the immediate content of each publication and shall schedule articles in such order or priority as in his/her judgment shall best adhere to the policy established in that respect.

SECTION 2: BOARD OF ASSOCIATE EDITORS; APPOINTMENT; BOARD APPROVAL: To aid the editor in securing and production of material for publication, and to determine the policy to be pursued by the publications with respect to format and contents, the President shall appoint a Board of Associate Editors of not more than ten members. The term for the Associate Editors shall be three years, with appointments to be made so as to provide for the completion of a proportionate number each year.

#### **Article XII**

#### **FISCAL YEAR**

The fiscal year of the League shall commence on the date designated by the Board of Governors.

#### **Article XIII**

#### **AMENDMENTS TO THE CONSTITUTION**

SECTION 1. This Constitution may be amended at any Convention of the League by vote of two-thirds of the eligible members present and voting thereon.

SECTION 2. AMENDMENT TO BE PRESENTED IN FINAL FORM: All proposed amendments to the Constitution shall be presented to the Executive Vice President not less than 45 days prior to the first business day of the annual convention. Such amendment shall include the entire Article sought to be amended, showing the Article as it will read if the amendment be adopted.

SECTION 3. PUBLICATION OF AMENDMENT: The Executive Vice President shall cause the entire article of any Amendment to be published in the Official Publication of the League prior to the Annual Convention. The Board may, by two-thirds vote, authorize the submission of a proposed Amendment for vote at the Annual Convention without it having been first published in an Official Publication.

SECTION 4. WITHDRAWAL OF AMENDMENT. The proponent of any proposed amendment may make a motion for the withdrawal of the proposed amendment. Upon an affirmative vote by a majority of those members present and voting, the proposed amendment shall be considered withdrawn.

#### **Article XIV**

#### **BY-LAWS**

SECTION 1. ADOPTION: The League may adopt by-laws for the governance of the League, provided that they are consistent with this Constitution, the Articles of Incorporation and the laws of the State of Illinois.

SECTION 2. VOTING: By-laws or an amendment thereto must be approved by a majority of voting members, registered for, present and voting at any meeting of the League at which the Board is scheduled to convene. Thirty members of the League must be in attendance and voting to constitute a quorum.

SECTION 3. METHOD OF VOTING: The vote on a proposed by-law or amendment shall be by voice vote unless at any time prior to the call for a vote, a written request for a written ballot signed in one or more parts by at least ten (10) members in good standing and registered for the meeting is presented to the President or Executive Vice President, in which case the vote shall be by written ballot.

SECTION 4. NOTICE: The Executive Vice President shall give notice to the membership of the proposed by-law at least 30 days prior to the meeting at which the by-law or amendment will be voted on. Inclusion of such notice in the Official Publication of the League shall satisfy the notice requirement unless the Board has provided for another means of notice which is reasonably calculated to advise members of the meeting date, place, time and the text of the proposed by-law or amendment.

## **Article XV**

### **PATRON AND OTHER FUNDS**

SECTION 1. PATRON FUND. The Board shall establish an endowment fund known as the Patron Fund. The purpose of the Patron Fund is to provide grants primarily for education, or legislative purposes as well as such other purposes as authorized by the Fund's Bylaws. The Patron Fund shall be administered by a governing board and such Bylaws enacted by a majority vote of the Patron Fund Board and majority vote of the Board of Governors. The Patron Fund shall solicit contributions to establish an endowment, the earnings of which shall be used to fund Patron Fund grants. Any individual or other entity that contributes the approved minimum contribution shall be known as a Patron of the League. League members employed by a contributing entity will be recognized as a Patron of the League.

SECTION 2. OTHER FUNDS. The Board may in its discretion authorize the creation or administration of other endowments or trust funds. The purpose of such other funds shall be stated and the funds administered pursuant to bylaws enacted for that purpose pursuant to Article XIV of this Constitution.