

BYLAWS
OF THE
CHRISTIAN LEGAL SOCIETY OF

An Affiliated Chapter of the
Christian Legal Society

ARTICLE I — NAME, MISSION AND ORGANIZATIONAL STATUS

The name of this organization shall be the Christian Legal Society of _____ (“Chapter”). The Chapter is organized in order to become an affiliated chapter of the Christian Legal Society (“CLS”), an Illinois not-for-profit corporation with principal offices located at 8001 Braddock Rd., Suite 302, Springfield, Virginia 22151. The CLS Mission is to be the national grassroots network of lawyers and law students, associated with others, committed to proclaiming, loving and serving Jesus Christ, through all we do and say in the practice of law, and advocating biblical conflict reconciliation, public justice, religious freedom and the sanctity of human life.

ARTICLE II — GOALS AND PURPOSES

Section 1. Goals. In furtherance of the CLS Mission, the goals of this Chapter are the mutual support and encouragement, fellowship and spiritual growth of lawyers, judges, law professors and law students who identify themselves as followers of Jesus Christ, in order to more faithfully live out that commitment in their personal and professional lives.

Section 2. Purposes. The purposes for which this Chapter 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 legal professionals and law students.

To encourage Christian legal professionals and law students to view law as ministry.

To clarify and promote the concept of the Christian lawyer and to help Christian legal professionals and law students to integrate their faith with their professional and academic lives.

To mobilize, at the local level, the resources needed to promote biblical conflict reconciliation, public justice, religious liberty and the sanctity of human life.

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 provide a link between CLS, the Chapter and individual Chapter members and to encourage Christian legal professionals and law students to become and remain active members of CLS and supporters of CLS ministries.

ARTICLE III — MEMBERSHIP

Section 1. Members. The members of the Chapter shall be all members of CLS who have designated the Chapter as the CLS chapter with which they wish to be affiliated. Any individual may become a member of CLS by completing the CLS membership application, paying (with partial or full waiver if approved by CLS) the applicable membership dues and signing the following *CLS Statement of Faith*:

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

One God, eternally existent in three persons, Father, Son and Holy Spirit.

God the Father Almighty, Maker of heaven and earth.

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.

The presence and power of the Holy Spirit in the work of regeneration.

The Bible as the inspired Word of God.

Section 2. Voting Members. All members of the Chapter who are law school graduates or are duly admitted to the practice of law shall be designated as voting members of the Chapter by CLS on the CLS webpage for the Chapter. Notwithstanding the preceding sentence and any other provision of this Article, the voting members of the Chapter on any date on which any individuals are designated as voting members of the Chapter on the CLS webpage for the Chapter shall be all individuals, and only those individuals, who on such date are designated as voting members of the Chapter on the CLS webpage for the Chapter.

Section 3. Termination of Membership. An individual shall cease to be a member of the Chapter when the individual’s CLS membership expires or when the individual withdraws his or her designation of the Chapter as the CLS chapter with which the individual wishes to be affiliated, whichever is earlier.

ARTICLE IV — CHAPTER MEETINGS

Section 1. Frequency. Chapter meetings shall be held to accomplish any of the purposes or goals of the Chapter on a regular basis, but not less than three (3) times per calendar year, at times and places determined by the Board of Directors of the Chapter. Chapter business meetings shall be held to conduct or vote on any official Chapter business at times and places determined by the Board of Directors of the Chapter.

Section 2. Notice. Notice of the time and place of each Chapter business meeting shall be provided to all voting members of the Chapter. Notice of the time and place of each Chapter meeting other than a Chapter business meeting shall be provided to all members of the Chapter. For purposes of these bylaws, notice may be given by mail or any other means of written communication, including, but not limited to, transmissions by facsimile, electronic mail, or posting on the CLS webpage for the Chapter, provided, however, that notice of Chapter business meetings may not be provided solely by posting on the CLS webpage for the Chapter.

Section 3. Quorum. A quorum for the conduct of any official Chapter business at a Chapter business meeting shall be at least five (5) voting members of the Chapter, present either in person, electronically, or by written proxy, as provided in Section 4 of this Article.

Section 4. Manner of Acting. The act of a majority of the voting members of the Chapter present either in person, electronically, or by written proxy at a Chapter business meeting at which a quorum is present shall be the act of the voting members of the Chapter. Any Chapter business meeting may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines, electronic video screen communication, or other electronic conference transmission so that all in attendance may participate with each other during the meeting.

ARTICLE V — BOARD OF DIRECTORS

Section 1. General Powers. The Chapter shall be managed by its Board of Directors.

Section 2. Qualifications, Number and Tenure. The Chapter shall have a Board of Directors comprised of that number of members most recently determined by a resolution duly adopted by the Board of Directors, provided that such number shall not be less than three (3) or more than eleven (11), and provided further that any resolution that has the effect of decreasing the number of members of the Board of Directors shall become effective on January 1st of the immediately succeeding year. Directors shall be elected annually in the manner provided in Article VII, Section 3, by voting members of the Chapter. All Directors must be voting members of the Chapter throughout their terms in office, and agree to conform with reasonable standards established by CLS as they may be updated from time to time. The term of office for all Directors shall be one (1) year, beginning on the first day of the calendar year immediately following their election (or, if the election is held after the end of the calendar year in which it is required to be held pursuant to Article VII, Section 3, beginning on the first day immediately following their election) and continuing until their successors are duly elected at the next annual election and their term of office begins.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held on a regular basis, but not less than four (4) times per calendar year at times and places determined by the Board of Directors. Prior to each such meeting, an agenda for the meeting shall be delivered to each Director.

Section 4. Special Meetings. The President or any two Directors may call special meetings of the Board of Directors. Notice of any special meeting shall be given at least ten (10) calendar days previous thereto by written notice to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by facsimile or electronic mail, it shall be deemed to be delivered upon confirmation of transmission. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors will be specified in the notice.

Section 5. Quorum. A majority of the number of Directors serving at any given time, present either in person or electronically as provided in Section 6 of this Article, shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 6. 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. Any meeting of the Directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines, electronic video screen communication, or other electronic conference transmission so that all in attendance may participate with each other during the meeting.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors other than by reason of an increase in the number of Directors may be filled by a vote of a majority of the remaining Directors. Any person so elected to the Board of Directors shall complete the term of the former member of the Board of Directors. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election at a regular Chapter business meeting or at a special Chapter business meeting called for that purpose.

Section 8. Action Without a Meeting. Any action required to be taken or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 9. Committees. The Board of Directors may designate two (2) or more Directors to constitute a committee for a specific matter.

ARTICLE VI — OFFICERS

Section 1. Number, Appointment and Term. The Officers of this Chapter shall be the President, the Vice President, the Secretary, the Treasurer and such other Officers as may be appointed by the Board of Directors. With the exception of Secretary and Treasurer, no two or more offices may be held by the same person. All Chapter Officers shall be appointed by the Board of Directors during January of each year and at such other times as may be necessary to fill vacancies. The term of office for all Chapter Officers shall be one (1) year, beginning on the date of their appointment by the Board of Directors and ending on the date of the appointment of Officers by the Board of Directors following the next annual election of the Directors. Each Officer may succeed himself or herself in office, except that the President is not eligible for reelection as President of the Chapter for a period of one (1) year after completing three (3) consecutive years of service as President of the Chapter.

Section 2. Qualifications. All Officers must be voting members of the Chapter throughout their terms in office, and agree to conform with reasonable standards established by CLS as they may be updated from time to time.

Section 3. Duties.

- A) **President.** The President shall preside over Chapter business meetings and meetings of the Board of Directors or the Officers. The President shall operate as the Chapter's representative to the legal community and public-at-large in all matters for which a formal representative is required or appropriate. The President shall also serve as the Chapter's primary contact person with CLS and shall advise the CLS national office of any significant operational or policy conflicts or other problems within the Chapter or between the Chapter and another entity.

- B) **Vice President.** 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. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President 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.
- C) **Secretary.** The Secretary shall maintain all non-financial records of the Chapter. The Secretary shall be responsible for (a) preparing minutes of all meetings and (b) assisting the President in filing the annual report with CLS.
- D) **Treasurer.** The Treasurer shall be responsible for maintaining all financial records of the Chapter, including, but not limited to, all records of the payment of funds, deposits and disbursements from the Chapter's bank accounts pursuant to the procedures described in Articles X and XII.
- E) **Other Officers.** Any other Chapter Officers appointed pursuant to this Article shall have such duties as are assigned to them by the President.

Section 4. Removal. Any Chapter Officer's term of office shall automatically terminate if such Officer ceases to meet the qualifications for the office set forth in Section 2 of this Article. The voting members of the Chapter may at any time, by a two-thirds (2/3) vote of all voting members who vote, remove any Officer from office.

ARTICLE VII — ELECTIONS

Section 1. Nominating Committee. At least two (2) months before the end of each calendar year, the Board of Directors shall appoint a nominating committee consisting of at least three (3) voting members of the Chapter. The nominating committee shall be responsible for receiving nominations and establishing procedures for the election of Chapter Directors for the subsequent calendar year.

Section 2. Nomination. Nominations for Chapter Directors shall be made in writing to the nominating committee at such time and by such procedures as shall be established by the nominating committee. To be considered for election as a Chapter Director, a nominee must be nominated by at least two (2) voting members of the Chapter. The nominating committee may recommend a slate of directors to the voting members of the Chapter for the annual election.

Section 3. Elections. Prior to the end of each calendar year, at a duly called Chapter business meeting following at least ten (10) calendar days' notice provided to all voting members of the Chapter in accordance with Article IV, Section 2, the nominating committee shall announce the candidates for election and commence a vote by ballot. Alternatively, the nominating committee may, in the exercise of its reasoned judgment, conduct such election by sending ballots to all voting members of the Chapter by mail, e-mail, or other electronic means, and in all cases affording reasonable time (but in no event less than fourteen (14) calendar days) for return of such ballots. Votes shall be tallied by the nominating committee, and the results announced by notice to all voting members. That number of candidates receiving the most votes that equals the number of members of the Board of Directors most recently determined by a resolution duly adopted by the Board of Directors pursuant to Article V, Section 2 (whether such resolution has become effective or will become effective on January 1st of the immediately succeeding year) shall take office. If there are fewer than that number of candidates, then all candidates who receive votes shall take office. If two (2) or more candidates receive an equal number of votes for the election of the last Director, a run-off

election shall be held at such time and pursuant to such procedures as shall be established by the nominating committee.

Section 4. Removal. Any Director's term of office shall automatically terminate if such Director ceases to meet the qualifications for a Director set forth in Article V, Section 2. The voting members of the Chapter may at any time, by a two-thirds (2/3) vote of all voting members who vote, remove any Director from office.

ARTICLE VIII — ANNUAL TRANSITION

In order to maintain Chapter continuity, outgoing Officers shall assure the orderly transition of authority to new Officers at the end of each calendar year before being relieved of their responsibilities. The outgoing President shall inform the CLS national office of the names, addresses and telephone numbers of the incoming Officers at the time of such transition.

ARTICLE IX — CONTRACTS

The Board of Directors may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

ARTICLE X – RECEIPTS

Section 1. Dues. Pursuant to the Christian Legal Society Attorney Chapter Affiliation Agreement by and between the Chapter and CLS (the "Affiliation Agreement"), the Chapter will not charge or receive any form of membership dues or dues-like annual fees, except for the CLS membership dues-sharing revenues provided to it by CLS as set forth in Exhibit 3 to the Affiliation Agreement or as modified by from time to time by CLS.

Section 2. Event Fees. When CLS membership dues-sharing revenues are not sufficient or appropriate to cover the costs of an event, the Chapter may set and collect an event fee to cover the cost of the event.

Section 3. Contributions. At the discretion of the Board of Directors, the Chapter may raise revenues through fund-raising activities and contributions if and only if (i) the Chapter is listed under CLS' group federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), (ii) the Chapter provides evidence satisfactory to the CLS Executive Director that the Chapter is exempt from federal income tax under Section 501(c)(3) of the Code, including a copy of a letter from the Internal Revenue Service to the Chapter so stating, or (iii) the Chapter notifies each contributor in writing, prior to accepting any revenues through fund-raising activities or contributions from that contributor, that no portion of any contribution to the Chapter is deductible for income tax purposes and the Chapter includes in each written solicitation of revenues through fund-raising activities or contributions a statement that no portion of any contribution to the Chapter is deductible for income tax purposes. To be listed under CLS' group federal income tax exemption, the Chapter must obtain a federal employer identification number, indicate its intention to be listed under CLS' group exemption in a letter to CLS in the form set forth as Exhibit 7 to the Affiliation Agreement, and meet the other requirements set forth in the Affiliation Agreement. If the Chapter is so listed, contributions to the Chapter for Chapter activities in accordance with the purposes and goals of the Chapter are exempt from federal income tax and qualify for contribution deductions under CLS' group federal income tax exemption to the extent provided by law.

Section 4. Bank Accounts. The Chapter shall establish one or more checking or savings accounts to hold any Chapter funds until such funds are expended for Chapter purposes. The signature of at least one Chapter Officer shall be required to write a check or withdraw Chapter funds. Immediately following the appointment by the Board of Directors of any new Officer, the outgoing Officer shall take all appropriate actions to substitute the incoming Officer for the outgoing Officer on the Chapter's bank accounts and signature cards.

ARTICLE XI — FISCAL YEAR

The Chapter's fiscal year shall run from January 1 of each year through the following December 31.

ARTICLE XII — FINANCIAL RECORDS

Accurate financial records shall be maintained showing all receipts and expenditures and all assets and liabilities of the Chapter and, upon the request of CLS, copies of such records shall be sent to the CLS national office. All financial and other reports required by the Affiliation Agreement shall be filed with CLS at the times and in the manner specified in the Affiliation Agreement.

ARTICLE XIII — AFFILIATION AGREEMENT

The Chapter, through its members, Directors and Officers, shall comply with all terms and provisions of the Affiliation Agreement. The Affiliation Agreement, and any future amendments thereto, are hereby incorporated into these bylaws by this reference.

ARTICLE XIV — RESTRICTIONS ON ACTIVITIES

Section 1. Litigation. The Chapter shall not be a voluntary party in any litigation without the prior written consent of the CLS Executive Director.

Section 2. Political Activity.

A) **Lobbying.** The Chapter shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence the enactment, amendment, or repeal of, legislation, regulations, rules, codes, orders, or other statements (including referenda) at any level or branch of government without the prior written consent of the CLS Executive Director.

B) **Political or Judicial Campaigns.** The Chapter shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign or confirmation process on behalf of any candidate for office.

Section 3. Exempt Activities. The Chapter shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or (iii) by CLS under its bylaws.

Section 4. Non-Discrimination. In the conduct of all aspects of its activities, the Chapter shall not discriminate on the grounds of race, color, national origin or sex.

Section 5. Chapter Meeting Leadership and Attendance. Any individual invited by a Chapter member may attend Chapter meetings (other than Chapter business meetings, which may be

attended only by voting members of the Chapter) and other Chapter activities. Nevertheless, only a Chapter member may lead Chapter meetings and activities.

Section 6. Reasonable Compensation. No part of the net income of the Chapter shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes. The Board of Directors must approve the payment of any compensation for services rendered by an individual or firm as an independent contractor or employee.

Section 7. Chapter as a Private Foundation. Notwithstanding any other provisions set forth in these bylaws, at any time during which it is deemed a private foundation, the Chapter shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Chapter shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Chapter shall not own any excess business holdings that would subject it to tax under Section 4943 of the Code; the Chapter shall not make any investments in such manner as to subject the Chapter to the tax imposed by Section 4944 of the Code; and the Chapter shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XV — WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI — AMENDMENTS AND INTERPRETATION

Section 1. Amendments. Any Officer or other voting member of the Chapter may make written request to the President for amendment of these bylaws. The Board of Directors shall consider any proposed amendments and present them to the voting members at a Chapter business meeting or by written ballot as recommended or opposed by the Board of Directors. The President shall provide notice of any Chapter business meeting at which a bylaws amendment is to be considered to all voting members of the Chapter at least ten (10) calendar days prior to such meeting in accordance with Article IV, Section 2. The President shall provide notice, in accordance with Article IV, Section 2, of the presentation to the voting members of any written ballot concerning a bylaws amendment, together with a written ballot, to all voting members of the Chapter at least fourteen (14) calendar days prior to the deadline, which shall be stated in such notice, by which such completed ballot must be received in order to be counted. In either case, such notice shall include the text of the proposed bylaws amendment. A two-thirds (2/3) majority of the voting members present at such meeting in person, electronically, or by written proxy, as provided in Article IV, Section 4, or, in the event the amendment is presented to the voting members by written ballot, a two-thirds (2/3) majority of the voting members who cast timely written ballots may approve any amendment to these bylaws, provided that voting members constituting a quorum as set forth in Article IV, Section 3 must be present at such meeting in person, electronically, or by written proxy, as provided in Article IV, Section 4, or must have cast timely written ballots; and provided, further, that no amendment to these bylaws shall have any force or effect whatsoever unless and until it has been approved in writing by the CLS Executive Director.

Section 2. Interpretation. Any conflict or disagreement among Chapter members, Directors or Officers as to the meaning or interpretation of these bylaws shall be submitted in writing to the CLS Executive Director for final resolution.

ARTICLE XVII — STATE LAW AND SEVERABILITY

These bylaws are subject to the laws of the state in which this Chapter is located and to the extent any provision of these bylaws conflicts with the laws of said state, these bylaws will be deemed either amended if possible or omitted to conform with said state laws without impairing the validity of the remaining provisions of these bylaws.

ARTICLE XVIII — TERMINATION

These bylaws shall terminate, and the Chapter shall cease to exist, immediately upon the termination of the Affiliation Agreement or if the Chapter ceases to meet the qualifications for a CLS chapter set forth in the CLS bylaws and appended to the Affiliation Agreement, as such bylaws may be amended from time to time.

ARTICLE XIX — ADOPTION

These bylaws shall take effect upon the agreement to their provisions by at least three attorneys who wish to form a CLS local chapter, each of whom is a current CLS member in good standing, at an organizational meeting. At such meeting, the initial President, Vice President and Secretary/Treasurer shall be elected pursuant to Article VI and procedures substantially similar to those set forth in Article VII.

Initial Board of Directors: _____

_____.

Initial Officers: _____

_____.

Adopted on _____, 20__.

SIGNED: _____

Print Name:
National CLS Attorney Member

Print Name:
National CLS Attorney Member

Print Name:
National CLS Attorney Member