



ORDER OF THEMIS

BY-LAWS

ARTICLE I

NAME OF THE ORGANIZATION

Section 1.1 This organization shall be known as the **ORDER OF THEMIS** (which may hereafter be referred to as the "Order")

ARTICLE II

PURPOSES OF ORGANIZATION

Section 2.1 **Purposes.**

- A. To advance and improve the quality of the judiciary, to promote the administration of justice, support the rule of law and good legal and judicial processes to improve the legal profession. To defend the integrity and the independence of the judiciary.
- B. To promote and encourage respect for and understanding of Hellenic ideals, culture, traditions, and teachings as they relate to the judiciary, the legal profession, and the administration of justice.

ARTICLE III

OBJECTIVES

Section 3.1 **Objectives.**

- A. To promote and foster friendly relations and goodwill between and among its members and between its membership and other members of the bench and bar.
- B. To encourage, promote, and provide continuing legal education to members of the bench and bar. To encourage, promote, and provide continuing education to the entire community as it relates to the judiciary, the legal profession, and the administration of justice; to foster and promote a better understanding of the role of the judiciary to the public at-large.
- C. To promote and foster charitable and educational relationships with the community, and to do any and all acts as reasonably necessary in the

furtherance of the above goals as delineated in Article III insofar as said acts do not violate any and all applicable Codes of Conduct.

ARTICLE IV **MEMBERS**

- Section 4.1 **Members.** All judges and all such similarly situated officers in the State of Illinois, both active and retired, including Supreme Court, Appellate Court, Circuit courts, including Associate Judges of the Circuit Court, United States Circuit Court of Appeals for the Seventh Circuit, The United States District Court for the Northern, Central and Southern Districts of Illinois including Magistrate Judges, judges of the United States Bankruptcy Court, judges of the United States Tax Court, judges of the Executive Office for Immigration Review and full time Administrative Law Judges who are licensed to practice law in the State of Illinois shall be eligible for membership upon payment of dues. The membership year shall coincide with the Order's business year which shall be July 1st to June 30th.
- Section 4.2 **Reinstatement of Membership.** A member who fails to pay annual dues for the business year shall no longer be a member in good standing and may only be reinstated to good standing upon payment of outstanding dues for that business year in accordance with Section 4.1.
- Section 4.3 **Resignation.** Any member may resign by filing a written resignation with the Secretary of the Order.
- Section 4.4 **Eligibility.** Any new members will be voted upon by Board of Directors of the Order at the time of the new members' request to be admitted or as soon thereafter as practicable. A new member will be deemed admitted as a member of the Order upon receiving a simple majority of the votes cast by the Board of Directors.
- Section 4.5 **Ineligibility.** Any judge involuntarily removed from their judicial office, other than by election or retention, is ineligible to continue membership or become a member of the Order.

ARTICLE V **BOARD OF DIRECTORS AND OFFICERS**

- Section 5.1 **Officers.** The Officers of the Order will consist of a President, a Vice-President, a Secretary, and a Treasurer. Eligibility to serve as an officer is predicated upon having served on the Board for a minimum of two consecutive years and are willing to serve. The immediate past President shall serve on the Board as an advisory member and shall have no vote as Chairman of the Board. The prior

service requirement will take effect following the initial term of service by the Inaugural Officers.

- Section 5.2 **Board of Directors.** The Board of Directors shall consist of the Officers and three (3) additional board members (Directors). One-third (1/3) of the Board shall constitute a quorum. Any increase or decrease in the number of Board members must be approved by a 2/3 majority vote of the current Board members. Eligibility to serve as a Director is predicated upon having been an active member of the Order for a minimum of two consecutive years and are willing to serve. The prior service requirement will take effect following the initial term of service by the Inaugural Board of Directors.
- Section 5.3 **Elections.** Each Officer, except those sitting in non-vacated offices which ascended, of the Order shall be elected biennially (every 2 years) and each officer so elected shall hold office until their successor shall have been duly elected, ascended, or until their resignation, disability or death, or until they vacate the seat or shall cease to be in good standing. Directors shall be elected biennially simultaneously with the Officers.
- Section 5.4 **President.** The President shall preside at all meetings of the Order. The President may enter into and execute all contracts, and shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors. The President shall present an Annual State of the Order Report to the Incoming Board. The President shall be an ex-officio member of all committees.
- Section 5.5 **Vice-President.** In the absence of the President, the Vice-President shall act in his or her stead. The Vice-President shall perform such duties as may be assigned to him or her from time to time by the President or by the Board of Directors.
- Section 5.6 **Secretary.** The Secretary shall prepare the minutes of each meeting, including providing a summary of actions taken or declined to be taken, at each meeting; shall be the custodian of all paper and documents of the Order; shall provide notice to all members in good standing of any meeting; shall transmit to each member in good standing by electronic means set forth herein, the minutes of each meeting; shall provide an email contact list of the Board to all members in good standing.
- Section 5.7 **Treasurer.** The Treasurer shall have charge and custody of all funds of the Order, shall deposit all funds in the name of the Order in such banks as may be recommended by the Treasurer and approved by the Board of Directors; and shall report from time to time, at least annually but preferably at the quarterly board meeting, on the state and financial status of the treasury of the Order to the Board of Directors, and shall maintain a list of the members of the Order who are in good

standing; shall be responsible for keeping the accounts and books of the Order and the filing of any reports or statements as required by law. The Treasurer shall also perform such duties incident to the office of Treasurer and such other duties as may be prescribed by the President and the Board of Directors.

Section 5.8 **Officer Succession and Vacancies.** In the event the office of President becomes vacant, the Vice-President shall become President for the unexpired portion of the term, and thereafter in accordance with this Section 5. In the event the office of the Vice-President becomes vacant, the Secretary shall become Vice-President for the unexpired portion of the term. In the event the office of Secretary becomes vacant, the Treasurer shall become Secretary for the unexpired portion of the term. In the event the office of Treasurer becomes vacant, the Board shall appoint a Director to fill the office of Treasurer until an election can be held to fill such office at the next Annual Meeting in accordance with Section 5.3 of this Article.

Section 5.9 **Funds.** Funds of the Order may be withdrawn from the bank by checks which shall be signed by any two of the following Officers: President, Vice-President, Treasurer and/or Secretary. If an electronic bank withdrawal or payment is used to distribute funds of the Order, then there must be written approval by the two officers (via email, text or other similar means) prior to said electronic bank withdrawal or payment and a copy of the written approval shall be maintained by the Treasurer in addition to any electronic receipt pertaining to the transaction.

Section 5.10 **Resignation of a Board of Director.** An Officer or a Director may resign at any time. Thirty (30) days written notice to the Board must be given by an Officer. Fourteen (14) days written notice must be given to the Board by a Director. Upon receipt of notice, the Board shall open the seat to any Member to be considered to fill the vacancy. The Board shall fill the vacancy for the remainder of the term. Officer vacancies shall be filled within fourteen (14) days of the notice of resignation. Director vacancies shall be filled no later than thirty (30) days after written notice of resignation.

Section 5.11 **Vacant seat.** The Board of Directors shall fill any vacancies in the membership of the Officers and/or Board of Directors, resulting from the death, resignation or inability of any member to continue in office (in each instance, a “**departing member**”), by appointment of a “**replacement member**” from amongst the members in good standing of the Order as soon as practicable to serve for the remaining term of the departing member. The Board shall fill the vacancy for the remainder of the term. Should the departing member be an Officer, the replacement member must be a currently sitting Officer or Director to be eligible to the replacement Officer. A seat of the Officers and/or Board of Directors shall be declared vacant if a member is absent from three (3) successive meetings without good cause, even if such absences span more than a single term. Any member whose seat has been declared vacant due to such absence shall be

ineligible to serve as an officer or Board of Director for the remainder of the term affected by the declaration of such vacancy and for the term next following the declaration of such vacancy. Good cause shall be determined by the remaining members of the executive board.

ARTICLE VI
MEETINGS, VOTING, QUORUM AND DUES

- Section 6.1 **Meetings.** An annual meeting of the general membership shall be held each year at a time and place to be determined by the President and Board of Directors.
- Section 6.2 **Board of Directors meetings.** The Board of Directors shall be held quarterly at a time and place to be determined by the President and Board of Directors.
- Section 6.3 **Special meetings.** Special meetings of the members may be held at any time at the direction of the President and Board of Directors or by petition of the members.
- Section 6.4 **Notice of meetings.** Notice for meetings shall be provided no later than ten days before the meeting. This notice may be waived if the Board declares an emergency. Emergency declarations are at the discretion of the majority of the Board.
- Section 6.5 **Forms of notice.** Whenever notice of meetings is required under these Bylaws, notice may be sent by electronic means to those members whose electronic mail address is available in the Order's records. For such forms of notice, "electronic means" shall be liberally construed to include electronic mail, facsimile transmission, and/or any electronic technology currently in use or yet to be developed that is, at the time of use, considered acceptable for standard legal practice communications.
- Section 6.6 **Voting.** Each member will be entitled to one vote and any duly authorized proxy vote. A member may vote in person or by proxy. A proxy vote must be executed in writing by the member designating another member to vote the proxy and the written notice must be filed with the Secretary and may be filed by electronic means.

Section 6.7 **Quorum.** For general membership meetings, one-fourth (¼) of the general members of the Order in good standing, including via electronic means, shall constitute a quorum.

Section 6.8 **Business and Fiscal Year.** The **business year** of the Order shall begin on 1st day of July and end on 30th day of May each year, however, solely for tax and accounting purposes, the **fiscal year** of the Order shall begin on the 1st day of January in each year and end on the 31st day of December in each year. Unless otherwise provided, any reference to "year" shall mean the business year of the Order.

Section 6.9 **Dues.** The Board shall determine the dues structure. Dues for the upcoming business year are owed beginning July 1st of each year. The dues of the Order shall be paid to the Order in such amount as shall be fixed and approved by the Board of Directors. Dues not paid within sixty (60) days of the beginning of each business year will be deemed to be delinquent and those delinquent members shall be ineligible to vote and suspended until all delinquent payments are made in full. Any member who either resigns or terminates their relationship with the Order shall not be entitled to return of their dues.

ARTICLE VII COMMITTEES

Section 7.1 **Committees.** The President may designate one or more committees for any purpose not inconsistent with these Bylaws, and may appoint, reappoint or terminate the chairperson and membership of any such committee or committees. The committee or committees may recommend action to the President and/or the Board of Directors.

ARTICLE VIII NON-DISCRIMINATION

Section 8.1 **Non-Discrimination.** The Order does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations, including the granting of or exclusion from membership. We are committed to providing an inclusive and welcoming environment for all members.

ARTICLE IX
CONFLICT OF INTEREST

Section 9.1 **Conflict of Interest.** All members agree to maintain the highest of ethical standards when they are engaging or participating in Order activities. If a conflict of interest should arise that would either undermine public confidence in the integrity of this Order or give rise to the appearance of impropriety, the member may be subject to removal by petition.

Section 9.2 **Removal of a Member.** All members are vested with the authority to petition to remove a member. Once a motion is made for removal, the motion shall be seconded. A period of discussion will follow. The subject of the removal petition shall be allowed to participate in the discussion. Once the vote is called, an open vote will follow. The subject of the removal petition shall be entitled to a vote. A vote of 60% of those present at the meeting is required to carry a petition for removal from a meeting. A vote of 60% of the Board of Directors is required to carry a petition for removal from the Order. All petitions for removal proceedings, including the vote, will be recorded in the minutes.

ARTICLE X
NON-LIABILITY AND INDEMNIFICATION

Section 10.1 **Non-liability.** To the extent permitted by law, the Order, its Officers and Directors shall not be liable to its members for acts or omissions to act or for any statement or any omissions or errors therein published or circulated by the Order or by its Officers or Directors. The Order shall have the power to purchase liability insurance for Directors and Officers.

Section 10.2 Indemnification.

(a) **Indemnification in Actions other than by or in the Right of the Order.** The Order shall indemnify any present or former member of the Board or officer of the Order (each a "Manager"), and may indemnify any other 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 Order) by reason of the fact that he or she is or was a Manager or agent of the Order, or is or was serving at the request of the Order 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 Order, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such 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, of 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 Order or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such conduct was unlawful.

(b) Indemnification in Actions by or in the Right of the Order. The Order shall indemnify any present or former Manager of the Order, and may indemnify any other 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 Order to procure a judgment in its favor by reason of the fact that such person is or was a Manager, officer, employee or agent of the Order, or is or was serving at the request of the Order 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 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 Order, 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 Order, 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 as the court shall deem proper.

(c) Right to Payment of Expenses. To the extent that a Manager or agent of the Order has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subparagraphs (a) and (b) of this Section, 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.

(d) Determination of Conduct. Any indemnification under subparagraphs (a) and (b) of this Section (unless ordered by a court) shall be made by the Order only as authorized in the specific case, upon a determination that indemnification of the

Manager, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subparagraphs (a) or (b) of this Section. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Managers 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 Managers so directs, by independent legal counsel in a written opinion.

(e) **Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Order in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Manager or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Order as authorized in this Section.

(f) **Indemnification not Exclusive.** The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Managers, 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 Manager or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) **Insurance.** The Order may purchase and maintain insurance on behalf of any person who is or was a Manager, officer, employee or agent of the Order, or who is or was serving at the request of the Order as a director, officer, employee or agent 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 Order would have the power to indemnify such person against such liability under the provisions of this Section.

(h) **Notice to Members.** If the Order paid indemnity or has advanced expenses under this Section to a Manager, officer, employee or agent, the Order shall report the indemnification or advance in writing to any members entitled to vote with or before the written or electronic notice of the next meeting of the members entitled to vote.

(i) **References to Order.** For purposes of this Section, references to the "Order" 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 Section with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 10.3 **Notice.** Whenever, under applicable law, the articles of incorporation or these by-laws, written or electronic notice is required to be given to any member, committee member, Officer or Director, such notice shall be deemed to be delivered via email or when deposited in the United States mail addressed to the person at such address reflected in the records of the Order.

Section 10.4 **Waiver of Notice.** Whenever any written or electronic notice is required to be given under law, the articles of incorporation or these by-laws, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects thereto to the holding of the meeting because proper written or electronic notice was not given.

Section 10.5 **Registered Office and Registered Agent.** The Order shall have and continue to maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of Illinois as the Board may from time to time determine.

Section 10.6 **Gender Neutral.** References in these by-laws to the male gender shall be deemed to include the female gender, and vice-versa.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.1 **Deposits of Order Funds.** Except for reasonable amounts of petty cash maintained by the Order, all cash, checks and other items of payment shall be deposited daily, or as soon thereafter as practicable, to the credit of the Order in such bank or banks as the Board determines to be in the best interest of the Order.

Section 11.2 **Investments.** The Board may authorize any officer or officers, agent or agents, to invest any funds of the Order in any investment which is permitted by law. Without limitation of the foregoing, the Board may also authorize investment of any such funds in the securities issued or sold by any financial institution, corporation, trust, governmental entity or other business entity.

Section 11.3 **Acceptance and Use of Special Receipts and Funds.** The Board shall have power to accept on behalf of the Order any contribution, gift, bequest or devise for the general purposes or for any special purpose or activity of the Order. Funds and property so received by the Order shall be treated as funds of the Order under the terms of Section 9.1, subject, however, to any limitations or conditions specified by the contributor, donor or testator in the instrument under the terms of which the Order receives said funds or property.

ARTICLE XII

ADOPTION OF BYLAWS

Section 12.1 **Adoption of Bylaws.** Bylaws will be adopted by a majority of the potential membership present.

Section 12.2 **Nomination of Board of Directors.** Upon adoption of the Bylaws, an election of the Board of Directors will follow. A candidate for office will be nominated by a potential member as defined in Sec. 5.01. If the candidate chooses, they will be able to address the nomination to those present. Upon conclusion of the candidate's remarks, an open vote will follow. A seat shall be won by a majority vote of those present.

ARTICLE XIII
AMENDMENTS

Section 13.1 **Amendments.** These Bylaws may be amended by a majority vote of the members present at any annual meeting, or specially called meeting, of the Order provided the Secretary shall receive the proposed amendment at least sixty (60) days prior to the Annual or Special Meeting. The Secretary shall distribute copies of the proposed amendments at least thirty (30) days prior to the Annual or Special Meeting. Any amendment shall become effective at the adjournment of the Annual or Special Meeting at which the amendment is adopted.

ARTICLE XIV
SEVERABILITY

Section 14.1 **Severability.** The provisions of these Bylaws are severable, and if any provision shall be held invalid or unenforceable, that invalidity or unenforceability shall attach only to that provision and shall not in any manner affect or render invalid or unenforceable any other provision of these Bylaws, and these Bylaws shall be carried out as if the invalid or unenforceable provision were not contained herein.

ARTICLE XV
DISSOLUTION

Section 15.1 **Dissolution.** In the event of termination, dissolution or winding up of the Order of Themis in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more charitable organizations qualified as an exempt corporation organized under 503(c)(3) of the Internal Revenue Code. No part of its assets shall be distributed to, or inure to the benefit of its members, officers or other private persons.

Section 15.2 **Remaining assets.** The Board of Directors will designate the charitable 503(c)(3) qualifying organizations to whom said remaining assets shall be distributed.

Section 15.3 **Charitable Arm of the Order of Themis.** The Board of Directors shall be empowered to create and maintain a charitable tax-exempt corporation organized under 503(c)(3) of the Internal Revenue Code or similar qualifying entity to further the purposes and objectives of the Order as outlined in these Bylaws.