

**BYLAWS OF THE
CHICAGO AREA DOCKET ASSOCIATION**

ARTICLE I - NAME

§ 1. The name of this Association shall be the CHICAGO AREA DOCKET ASSOCIATION ("CADA" or the "Association"). Adopted 2.14.90

ARTICLE II - OFFICE

§ 1. The principal office of the Association shall be the office of the incumbent president unless changed by action of the Board of Directors. Adopted 2.14.90. Amended 7.17.91.

ARTICLE III - PURPOSE

§ 1. The purpose of CADA shall be to form a professional association of Chicago area Docket Departments, including private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups (collectively hereinafter referred to as "Firms"), and to engage in any other activity incidental to the foregoing purpose for which a corporation may be organized under the General Not For Profit Corporation Act of the State of Illinois. Adopted 2.14.90

§ 2. The Association's purposes shall include, but not be limited to, the following:

- (A) to promote the exchange of information between its member Firms;
- (B) to create an information resource;
- (C) to provide insight into new areas of docketing services and/or service improvements;
- (D) to improve the image of Docket Departments and docket clerks, while raising the level of professionalism; and

(E) to promote the involvement of CADA in court organizations and/or committees of the express purpose of improving court procedures and to facilitate the dissemination to member Firms. Adopted 3.5.90

ARTICLE IV - MEMBERSHIP

§ 1. Membership is open to any firm or government agency employing an individual whose principal duties are to supervise or manage the affairs of that firm's or government agency's Docket Department. As used herein, "Docketing Department" shall be broadly defined and its functions shall include, but not be limited to, firm calendaring services and court related research and filings. Adopted 2.14.90

§ 2. Any firm desiring membership shall be required to submit its application to the Membership Committee. The submission of an application to the Membership Committee shall not require the Membership Committee to accept a new member if it determines that the applicant does not meet the requirements of membership. Adopted 3.5.90. Amended 4.20.94

§ 3. Once duly admitted, each member Firm is entitled to one (1) vote through its Department Head. Firms may have a maximum of four (4) representatives, one of which shall be the employee of such Firm with primary responsibility for the Firm's Docketing Department. Not more than one (1) representative from any one Firm may serve as an officer or Committee Chair of the Association at any one time, except under circumstances deemed necessary by a consensus of the Board of Directors and approved by a majority vote of the General Membership. Adopted 2.14.90. Amended 1.20.92

§ 4. Any Firm desiring to discontinue its membership shall be required to submit its letter of resignation to the Membership Committee. Adopted 2.14.90

§ 5. The membership of any Firm may be terminated for good cause shown by a two-thirds (2/3rds) vote of the entire Board of Directors, after a hearing with due notice, and upon proof being submitted to the Board of Directors that such Firm has repeatedly failed to observe the Bylaws of the Association. Adopted 2.14.90. Amended 7.17.91

ARTICLE V - OFFICERS

§ 1. The officers of the Association shall be a President, an Executive Vice President (and such number of Vice Presidents as the Board of Directors may authorize from time to time), a Secretary and a Treasurer. Any two or more offices may not be held by the same person. Adopted 3.5.90. Amended 7.17.91

§ 2. Officers shall hold their respective offices for two (2) years or until their successors have been elected, or otherwise designated and qualified. A person shall be eligible to hold the same office for two (2) consecutive terms. Adopted 3.5.90. Amended 7.17.91

§ 3. All officers shall be elected by the membership at the annual January meeting, except as hereinafter provided in Article VI § 3. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death or resignation, or until his or her removal in accordance with these bylaws. Adopted 3.5.90. Amended 7.17.91

(A) Two (2) offices will be open for election each year. In order to establish staggered terms of office, at the first election of the Association, the offices of President and Secretary shall be for terms of two (2) years; the offices of Executive Vice-President and Treasurer shall be for terms of one (1) year. Thereafter, terms for all offices will be for two (2) years. Adopted 7.17.91

§ 4. Any officer elected (or appointed if pursuant to Article VI § 3 hereof) may be removed by a two-thirds (2/3rds) vote of the entire Board of Directors (but in no event, not less than five (5) Board members) then in office, whenever, in its judgement, the best interests of the Association would be served thereby. Adopted 3.5.90. Amended 7.17.91

ARTICLE VI - DUTIES OF OFFICERS (AND CHAIRPERSONS)

§ 1. OFFICERS.

(A) **PRESIDENT.** The President shall preside at all meetings of the Board of Directors and of the Association; shall be responsible for selecting committee chairs and delegating assignments to other officers; shall perform all the duties pertaining to the office; shall appoint special committees; and shall receive notices of all meetings. The President shall not have the right to vote except in the case of a tie as outlined in Article X § 4. Adopted 3.5.90. Amended 7.17.91

(B) **EXECUTIVE VICE PRESIDENT.** The Executive Vice President shall act in the place of the President in his or her absence; shall assume the duties of the office of the President if that office becomes vacant before the expiration of the then current term; shall act as Chairperson of the Membership Committee; and shall perform such other duties as the President and/or the Board of Directors shall designate. Adopted 3.5.90. Amended 7.17.91

(C) SECRETARY. The Secretary shall keep a minute book of all meetings of the Association and of the Board of Directors, and shall communicate such minutes to the membership; shall maintain a current list of active members; shall determine whether a quorum exists at any given meeting for transaction of Association business as provided in these Bylaws; and shall perform such other duties as the President and/or the Board of Directors shall designate. Adopted 3.5.90. Amended 7.17.91

(D) TREASURER. The Treasurer shall receive all dues and other monies of the Association, and shall be responsible for safeguarding the Association's funds; shall give a verbal report at all Board of Directors meetings and at the annual January business meeting; shall provide a written report quarterly to the Board of Directors; shall be responsible for sending out dues statements to all member Firms during November for dues due for the upcoming fiscal year, and delinquency statements within sixty (60) days thereafter; and shall prepare an annual financial report as hereinafter provided for in Article XI § 2. Adopted 3.5.90. Amended 7.17.91

§ 2. CHAIRPERSONS.

Chairpersons of the Standing Committees, as defined in Article VIII, shall be members of the Board of Directors, and shall be responsible for overseeing the duties and activities of their respective committees; and shall submit a written annual report to the Board of Directors at the annual January meeting, and give verbal reports to the membership at the general meetings of the Association. Adopted 3.5.90. Amended 7.17.91

§ 3. VACANCIES (OFFICES).

Upon notification by the Secretary, a vacancy occurring in any office, except that of President, shall be filled for the remaining period of the unexpired term(s) by the Board of Directors. A majority vote of all of the remaining members of the Board of Directors is required to make this appointment. In the event the Board of Directors is unable to form a majority, the vacancy shall be filled by majority vote of the general membership at a special meeting called by the Board of Directors. Adopted 3.5.90. Amended 7.17.91

ARTICLE VII - BOARD OF DIRECTORS

§ 1. Responsibility for management of the Association and its affairs shall be vested in the Board of Directors. Board members shall be directors of the Association. Adopted 3.5.90. Amended 7.17.91

§ 2. The Board of Directors shall consist of the President, Executive Vice President (and such number of Vice Presidents as the Board of Directors may authorize from time to time), Secretary, and Treasurer, and the Chairpersons of the Association's Standing Committees. Any former Chicago Area Docket Association President, who is a current Association member, shall also be a member of the Board of Directors. Adopted 3.5.90. Amended 7.17.91. Amended 7.22.98

§ 3. The President shall serve as Chairperson of the meetings of the Board of Directors. Adopted 3.5.90. Amended 7.17.91

§ 4. Board meetings shall be held at least quarterly, and shall be called by the President or by any three (3) members of the Board of Directors. Except in emergencies, as determined by the President or any three (3) Board members, notice of any meeting of the Board of Directors shall be given personally, by telephone, e-mail or mailed to each Board member at his or her business address at least seven (7) days prior thereto. If notice is given by telephone, such notice shall be promptly confirmed in writing. If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any Board of Directors meeting may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance by any Board member shall constitute a waiver of notice of such meeting, except where such member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws. Adopted 3.5.90. Amended 7.17.91. Amended 10.21.98

§ 5. A majority of the total membership of the Board of Directors shall constitute a quorum for the transaction of business. Provided, if less than a majority of the total membership of the Board of Directors are present at said meeting, a majority of those present may adjourn the meeting to another time without further notice. Adopted 3.5.90. Amended 7.17.91

§ 6. A member of the Board of Directors may be removed for cause by a two-thirds (2/3rds) vote of the entire Board of Directors (but in not event, not less than five (5) Board members) then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, provided that the proposed removal shall be set forth in written notice mailed to each of the Board members in accordance with Article VII § 4 and that the Board member to be removed receives actual notice of the proposal. Adopted 3.5.90. Amended 7.17.91

§ 7. Any action required to be taken at a meeting of the Board of Directors, or any 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 the members of the Board of Directors entitled to vote with respect to the subject matter thereof. Adopted 3.5.90. Amended 7.17.91

§8. The Board of Directors may approve the expenditure of treasury funds for Association business if the total amount does not exceed \$500. Adopted 10.29.97

ARTICLE VIII - STANDING COMMITTEES

§ 1. The following shall be called standing committees, and shall each consist of a Chairperson selected by the President and approved by majority vote of the other Officers, except as hereinabove otherwise provided in Article VI § 1(B). The Chairperson of each such committee shall be a member of the Board of Directors, and shall have power to appoint members to such Standing Committee. Adopted 3.5.90. Amended 7.17.91

(A) Bylaws Committee. The Bylaws Committee shall prepare preliminary drafts of the Association Bylaws, and shall from time to time propose revisions thereto; and perform such other duties with respect to bylaws as may be directed or approved by the Board of Directors. Adopted 3.5.90. Amended 7.17.91

(B) Membership Committee. The Membership Committee shall recruit new members, receive recommendations for membership and act upon them, determine whether prospective members meet the qualifications for membership as set forth in these Bylaws, and perform such other duties with respect to membership as may be directed or approved by the Board of Directors. Adopted 3.5.90. Amended 7.17.91

(C) Continuing Education Committee. The Continuing Education Committee shall arrange educational programs and seminars on topics of general interest to the membership, and perform such other duties with respect to continuing education as may be directed or approved by the Board of Directors. Adopted 3.5.90. Amended 7.17.91

(D) Publications & Surveys Committee. The Publications and Surveys Committee shall be responsible for composing, circulating, and interpreting any surveys which may be requested by the Board of Directors; and shall be responsible for publication of any other materials that may be of interest to the membership. Adopted 3.5.90. Amended 7.17.91

(E) Docketing Services Committee. The Docketing Services Committee shall be responsible for promoting the involvement of the Association in court organizations and/or committees, and outside docketing services for the express purpose of improving the court and docketing procedures and to facilitate the dissemination of information to members. Adopted 3.5.90

(F) Court Rules Committee. The Court Rules Committee shall monitor, evaluate and disseminate information on new or amended court rules from all jurisdictions, but particularly for Chicago-area courts. The Committee shall also formally comment on rules on behalf of the Association when appropriate. Adopted 7.24.96.

§ 2. Any action required to be taken at a meeting of a Standing Committee, or any action which may be taken at a meeting of a Standing Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority vote of a quorum of the members of the Committee entitled to vote with respect to the subject matter thereof. Adopted 3.5.90

§ 3. Each member of a committee is entitled to one vote of equal weight in all matters requiring a vote. Adopted 7.25.90

§ 4. The Chairperson of a committee shall continue as such until his or her successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Adopted 7.17.91

ARTICLE IX - ADDITIONAL COMMITTEES

§ 1. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors, by majority vote or resolution adopted by a majority of its members, may designate one or more committees, each of which shall consist of not less than two or more Board members, and a majority of such committee's members shall be members of the Board of Directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any of its members, of any responsibility imposed upon it, him or her. Adopted 3.5.90. Amended 7.17.91

§ 2. TERM OF OFFICE. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Adopted 3.5.90

§ 3. CHAIRPERSON. One member of each committee shall be appointed by the Board of Directors as Chairperson. Adopted 3.5.90. Amended 7.17.91

§ 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Adopted 3.5.90

§ 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and of those voting by signed written proxy at a meeting at which a quorum is present shall be the act of the committee. Adopted 3.5.90. Amended 7.17.91

§ 6. RULES. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Adopted 3.5.90. Amended 7.17.91

ARTICLE X - MEETINGS OF THE ASSOCIATION

§ 1. REGULAR MEETINGS: Regular meetings of the Association shall be held in April, July and October of each year, at a location to be agreed upon at a previous meeting. Adopted 3.5.90. Amended 7.17.91

§ 1.1 ANNUAL MEETING: An annual business meeting shall be held in January of each year, at a location to be agreed upon at a previous meeting. Adopted 7.17.91

(A) At such meeting the Treasurer will submit an annual financial report as provided for in Article VI § 1(D); committee chairpersons shall submit year-end summary reports; the election and installment of new officers shall be held. Adopted 7.17.91

§ 2. SPECIAL MEETINGS:

(A) **Called by the President:** Special meetings of the Association may be called at any time by the President so long as seven (7) days' prior written or e-mail notice is given. Adopted 3.5.90. Amended 10.21.98.

(B) **Called by the Membership:** Special meetings of the Association shall be held upon forty-eight (48) hours' prior written notice, and no later than ten (10) calendar days after the written request to the President of five (5) or more members of the Association. Adopted 3.5.90

(C) At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting. Adopted 3.5.90

§ 3. NOTICE OF MEETINGS: Written notice of all regular and annual Association meetings shall state the place, date and hour of such meeting, and shall be delivered, either personally, by e-mail or by mail to each member. Unless otherwise stated herein, notice of all regular, annual and special meetings shall state the place, date and hour of such meeting, and shall be delivered to each member either personally, by e-mail or by mail at each member's business address. Unless otherwise stated herein, written notices shall be delivered no less than ten (10) business days, nor more than thirty (30) calendar days, before the date of such meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any meeting may be waived in writing signed by the person or persons entitled to the notice wither before or after the time of the meeting. The attendance by any member at a meeting shall constitute a waiver of notice of such meeting, except where such member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Association need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws, provided however, that the Secretary shall include an agenda of proposed topics of discussion with each notice. Adopted 3.5.90. Amended 7.17.91. Amended 10.21.98.

§ 4. QUORUM/VOTING: A majority of the total membership shall constitute a quorum at any regular, annual or special meeting of the Association. Provided, if less than a majority of the total membership of the Association are present at said meeting, a majority of those present may adjourn the meeting to another time without further notice. A majority vote of a quorum (those attending and those voting by written proxy) is required to approve any action properly brought before any regular, annual or special meeting except as herein provided in Article XV § 1. In the case of a tie, the President shall cast the deciding vote. Adopted 3.5.90. Amended 7.17.91. Amended 10.21.98

§ 5. PROXIES. Voting by signed written proxy shall be allowed at any meeting of the membership of the Association except no proxy dated more than thirty (30) days prior to the meeting shall be valid. Adopted 3.5.90

§ 6. RULES OF ORDER: All meetings shall be governed by Robert's Rules of Order - Revised. Adopted 3.5.90

ARTICLE XI - FISCAL YEAR

§ 1. The fiscal year of the Association shall be January first (1st) to December thirty-first (31st). Adopted 3.5.90

§ 2. The Treasurer shall prepare an annual financial statement which shall be reviewed by an independent accountant selected by the Board of Directors. The Board of Directors is empowered to waive review by an independent accountant, by a majority vote of the entire Board of Directors, if, in its opinion, the funds held by the Association do not warrant such a review. Adopted 3.5.90. Amended 7.17.91

ARTICLE XII - DUES

§ 1. Each member Firm of the Association shall be assessed annual dues: an annual basic fee for the Department Head shall be assessed on a fiscal year basis, with a supplemental fee for each additional representative, up to a maximum of four (4) representatives including the Department Head per any member Firm. Dues will become due and payable on the first (1st) day of the fiscal year of the Association. Adopted 3.5.90

§ 2. The amount of annual dues will be set by recommendation of the Board of Directors and approved by majority vote of the membership at any quarterly meeting of the Association. Notice of an intention by the Board of Directors to change this annual dues must be delivered to the members in writing at his or her business address by means of the newsletter or special notice at least ten (10) business days prior to the meeting. For purposes of this section, notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Adopted 3.5.90. Amended 7.17.91

§ 3. Should a member withdraw from CADA, its dues for the year in which it withdraws shall not be refundable. Adopted 3.5.90

§ 4. Whereas a Firm is accepted for membership after the first quarter of CADA's fiscal year, its first year's dues shall be prorated and assessed in increments which decrease quarterly relative to the entire amount for membership. As such, fees for

members joining April first (1st) through June thirtieth (30th) are three-quarters (3/4) of the total; and for members joining October first (1st) or thereafter are one-quarter (1/4) of the total yearly dues. Subsequent membership renewal fees will follow normal assessment and be due and payable January first (1st) as stated above in Article XII § 1. Adopted 4.17.91

ARTICLE XIII - NOMINATIONS AND ELECTIONS

§ 1. A Nominating Committee, composed of not less than three (3) members nor more than five (5) members, shall be nominated and elected by the membership present at each July meeting. Once elected, the members of this committee will meet to elect one of its members as a chairperson. Adopted 3.5.90

§ 2. The Nominating Committee shall prepare a list of candidates for offices. Such list to be prepared based on information contained in the biographical forms returned to the Nominating Committee by the membership. The Nominating Committee shall obtain the written consent of each proposed nominee. The names of the candidates and the offices to which they are being nominated shall be presented to the membership of the Association by mail in the notice of the October meeting. Any additional nominations, with appropriate biographies, must be made in writing to the chairperson of the Nominating Committee with the endorsement of five (5) voting members within ten (10) calendar days following the October meeting. The final slate of all candidates with biographies will be presented to the membership by mail in the notice of the annual January meeting, and must be returned to the Chairperson of the Nominating Committee not later than the last business day before the election. No nominations will be accepted from the floor at the annual January meeting. Adopted 3.5.90. Amended 7.17.91

§ 3. The Nominating Committee shall serve as an Election Committee taking charge of the details of the election and reporting the results to the Association. An officer shall be elected by a plurality vote of a quorum of those members voting and those voting by signed written proxy at a duly called election. Each member Firm shall be entitled to one (1) vote for each office to be filled. Elections shall be by written ballot at the annual meeting in January, except that if only one candidate for an office is nominated, elections for that office may be made by voice vote. Adopted 3.5.90. Amended 7.17.91

ARTICLE XIV - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

§ 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, or agent or agents, of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Adopted 3.5.90. Amended 7.17.91

§ 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, or agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer, and countersigned by the President of the Association. Adopted 3.5.90. Amended 7.17.90

§ 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. Adopted 3.5.90. Amended 7.17.91

§ 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. Adopted 3.5.90. Amended 7.17.91

ARTICLE XV - AMENDMENTS TO BYLAWS

§ 1. With the approval of the Bylaws Committee, these Bylaws may be amended at any duly called regular or special meeting of the members at which a quorum is present and at which at least two-thirds (2/3rds) of those members voting approve. Adopted 3.5.90

ARTICLE XVI - INDEMNIFICATION AND INSURANCE

§ 1. The Association shall indemnify, to the full extent that it has the power to do so under the laws of the State of Illinois, any person (including heirs, executors and assigns) 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, by reason of the fact that he is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The foregoing provisions of this Section shall be deemed to be a contract between the Association and each Director or Officer who serves in such capacity at any time while this Section and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or

modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, contract of insurance, vote of the Board of Directors or otherwise. Adopted 7.25.90. Amended 7.17.91

§ 2. The Board of Directors of the Association shall have the authority to cause the Association to purchase and maintain insurance on behalf of any and all of its Directors, Officers, employees and agents, or former Directors, Officers, employees and agents, against any expenses (including attorneys' fees), liability, or settlement based on asserted liability, incurred by them by reason of being or having been a Director, Officer, employee or agent of the Association, whether or not the Association would have the power to indemnify them against such expenses, liability or settlement under the laws of the State of Illinois. Adopted 7.25.90. Amended 7.17.91

ARTICLE XVII - LIMITATION OF LIABILITY

§ 1. No officer, committee member, member or employee thereof, agent or employee of the Association shall be liable for the act or failure of any other such person or organization. Adopted 7.25.90

Revised 10.21.98

These Bylaws, of the Chicago Area Docket Association, as hereinabove printed, were unanimously ratified by the CADA membership at its regularly scheduled quarterly meeting of Wednesday, April 20, 1994, at the offices of Sonnenschein, Nath & Rosenthal, 233 South Wacker Drive, Chicago, Illinois 60606.