



# BYLAWS OF THE FEDERATION OF DEFENSE & CORPORATE COUNSEL

August 2024

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FEDERATION OF DEFENSE & CORPORATE COUNSEL***

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# ***BYLAWS OF THE FEDERATION OF DEFENSE & CORPORATE COUNSEL***

## **ARTICLE I**

### **NAME, OBJECTIVES, AND CORPORATE OFFICE**

#### **SECTION 1 - NAME**

This Corporation shall be known as the Federation of Defense & Corporate Counsel, Inc. ("Federation" or "FDCC"). The Federation is an Illinois Not-for-Profit Corporation.

#### **SECTION 2 - OBJECTIVES AND PURPOSES**

The objectives and purposes of the Federation are to establish and maintain an organization consisting of members of the bar and others who are actively engaged in the administration and defense of civil litigation; to assist in establishing standards for providing competent, efficient, and economical legal services; to encourage and provide for its members' continuing legal education; to promote fellowship among its members; and to use its members' knowledge and experience to promote the public good.

To accomplish its objectives and purposes, this Federation shall endeavor to:

a. Maintain a central organization to establish and promote a closer fellowship among its members; to foster a better understanding between business entities and the public; to make possible an exchange of views on legal matters through publication of a periodical on a regular basis; to inform and keep its members advised of relevant and current court decisions and legislative initiatives pertaining to the defense of civil litigation by gathering, formulating, printing, and distributing useful and helpful information to its members and other persons engaged in the defense of civil litigation; and to work toward the fair and balanced dispensing of justice through all reasonable means of resolving civil disputes;

b. Promote the continuing education of the Federation's members by holding meetings, forums, summits, and seminars at which Federation members and others will be invited to deliver presentations and papers relevant to the defense of civil litigation;

c. Recruit and solicit qualified individuals to become members and to implement procedures and guidelines in order to provide access to knowledge, justice and fellowship in an environment of fairness and equitable treatment to all;

d. Do whatever else is necessary and proper to accomplish the Federation's purposes and objectives, while preserving the Corporation's tax-exempt status; and

e. Provide any other service to its members that the Board of Directors deems appropriate.

The Corporation shall also have all powers granted by the General Not-For-Profit Corporation Act of the State of Illinois.

### SECTION 3 - CORPORATE OFFICE

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be in the registered office. The Corporation may at times have other offices within or outside the State of Illinois as the Board of Directors may determine.

## ARTICLE II

### MEMBERSHIP

#### SECTION 1 - ELECTION TO MEMBERSHIP; MEMBERSHIP CATEGORIES

a. *Election to Membership:* Election to membership in the Federation shall be by recommendation of the Admissions Committee and a vote of the Board of Directors.

b. *Membership Categories:* The Federation shall include the following categories of members, who shall be eligible for membership as described in Sections 2, 3, 4, and 5 of this Article: Active Members (consisting of Defense Counsel Members, International Members, Corporate Counsel Members, and Industry Members), Special Members, Emeritus Members, and Honorary Members.

#### SECTION 2 - ACTIVE MEMBERS

a. *Defense Counsel Members:* To be eligible for election to Defense Counsel Membership, an individual must:

- (1) Be actively engaged in the private practice of law in the United States and admitted to practice for at least eight (8) years; and
- (2) Devote a substantial amount of his or her professional time to the representation of individuals, partnerships, corporations, or associations in the defense of civil litigation; and
- (3) Be of high professional standing and good moral character.

The number of Defense Counsel Members shall be limited to one thousand two hundred (1,200) individuals from within the United States of America; provided, however, that the Board of Directors shall have the right to elect to Defense Counsel Membership a maximum of one hundred (100) additional members, from such states and in such manner as it shall determine. The Board of Directors shall determine the number of Defense Counsel Members from each state of the United States and from outside such states.

An individual elected to Defense Counsel Membership must attend a Winter or Annual Meeting within two (2) years of his or her election, not including the meeting at which he or she

is elected to membership. If a member fails to comply with this requirement, his or her membership may be terminated by a two-thirds (2/3) vote of the Board of Directors as provided in Section 6 of this Article. For good cause, this two (2) year period may be extended for a particular member by a majority vote of the Board of Directors.

b. *International Members*: To be eligible for election to International Membership, an individual must:

(1) Be actively engaged in the private practice of law outside the United States and its territories and admitted to practice for at least eight (8) years; and

(2) Devote a substantial amount of his or her professional time to the representation of individuals, partnerships, corporations or associations in the defense of civil litigation; and

(3) Be of high professional standing and good moral character.

c. *Corporate Counsel Members*: To be eligible for election to Corporate Counsel Membership, an individual must:

(1) Be a member of the bar and admitted to practice; and

(2) Have responsibility for and/or devote a substantial amount of professional time to the administration and defense of civil litigation within or outside the United States and have responsibilities that are at least regional within a country in which his or her employer does business; and

(3) Be of high professional standing and good moral character.

d. *Industry Members*: To be eligible for election to Industry Membership, an individual must:

(1) Have responsibility for and/or devote a substantial amount of professional time to the administration and defense of civil litigation within or outside the United States and have responsibilities that are at least regional within a country in which his or her business entity or insurance company does business and

(2) Be of high professional standing and good moral character.

### SECTION 3 - SPECIAL MEMBERS

The following are the categories of Special Members of the Federation. In all cases, the professional activities of a Special Member, if any, shall not be inconsistent with the objectives and purposes of the Federation, and the Special Member shall not be acting as or employed by a commercial vendor. (For purposes of this section, an alternative dispute resolution neutral shall not be considered to be acting as a commercial vendor.)

- a. Special Member – Active: A Special Member – Active shall retain the rights and privileges of his or her prior membership classification. An individual who has been an Active Member in good standing, but who no longer devotes a substantial amount of his or her professional time to the administration and defense of civil litigation, shall be eligible for transfer to Special Member – Active status. Transfer to Special Member – Active status shall be upon recommendation of the Admissions Committee and approval of the Board of Directors. The dues for Special Member – Active shall be reduced to the amount set by the Board of Directors.
- b. Special Member – Retired: A Special Member – Retired shall retain the rights and privileges of his or her prior membership classification. An individual who has been an Active Member in good standing for at least fifteen years and who has retired from the active practice of law or from actively administering the defense of civil litigation shall be eligible for transfer to Special Member – Retired. Transfer to Special Member – Retired shall be upon recommendation of the Admissions Committee and approval of the Board of Directors. The dues for a Special Member – Retired shall be reduced to the amount set by the Board of Directors.
- c. Special Member – Inactive: Any Article II Member in good standing who is unable to pay his or her dues as a result of illness or unforeseen circumstance shall be eligible for transfer to Special Member – Inactive. Transfer to or from Special Member – Inactive shall be upon approval by the Executive Committee. Participation in any FDCC activity by a Special Member – Inactive shall be at the discretion of the Executive Committee. The dues for a Special Member – Inactive shall be waived for the period the Member remains in that status.

#### SECTION 4 - EMERITUS MEMBERS

- A. Emeritus Member status is reserved for those members who have rendered exemplary service to the Federation; who have made outstanding contributions to the organization in comparison to their peers; whose exceptional efforts have advanced the objectives and purposes of the organization; whose dedication to the defense bar and community has served the purposes and objectives of the Federation; and, who are not engaged in activities inconsistent with those objectives and purposes.
- B. A member may be considered for Emeritus status when such member has been:
  - a. A Defense Counsel Member of the Federation in good standing for over twenty (20) years, and has retired from the active practice of law; or,
  - b. An International Member of the Federation in good standing for over twenty (20) years, and has retired from the active practice or law.

- c. A Corporate Counsel, Industry, or Special Member of the Federation in good standing for over fifteen (15) years, has resigned or retired as an officer or employee of a business entity or insurance company, and is not actively engaged in the practice of law.
- C. A member seeking election to Emeritus Members status shall submit a written request to the President of the Federation, who shall bring the request to the Emeritus Committee. The written request shall include information in sufficient detail to allow the Emeritus Committee to fairly consider the request.
- D. Emeritus Committee. The Emeritus Committee shall consist of the following six persons: (1) Chair of the Board; (2) President; (3) President-Elect; (4) Secretary-Treasurer; (5) one Past President, who shall be appointed by the President, and who has been a Past President for more than five years; (6) a Director, appointed by the President.
- E. Board Action. Upon submission of a recommendation by the Emeritus Committee, selection for Emeritus Members status shall be by a vote of not less than two-thirds (2/3) of the Board of Directors.
- F. An Emeritus Member shall retain the rights and privileges of his/her prior membership classification and shall not be required to pay dues.

## SECTION 5 - PAYMENT OF DUES

a. Dues shall be determined by the Board of Directors and shall be payable on or before October 1 of each year. Any person elected to membership at or after the Winter Meeting shall be required to pay one-half (1/2) the annual dues for that year.

b. Annual dues statements shall be sent to the membership not less than thirty (30) days before the end of the fiscal year. Reminders shall be sent as the Executive Committee deems necessary. If a member fails to pay the required dues by January 15 of the next calendar year and has been sent at least one (1) reminder, his or her membership shall be suspended upon a majority vote of the Executive Committee, and his or her name shall not be included in the published Biographical Roster of Members or the electronic Legal Services Directory. A suspended member may obtain reinstatement by written request approved by the President or Secretary-Treasurer together with the payment of any delinquencies. If the suspended member has not obtained reinstatement by June 1, his or her membership will be terminated.

c. Each new member shall pay an admission fee as determined by the Board of Directors within thirty (30) days of being elected to membership. Payment of this fee is a prerequisite to membership.

## SECTION 6 - TERMINATION OR REMOVAL OF MEMBERS

a. A member who ceases to be qualified for the category of membership to which he or she was elected must notify the President of this fact. If a member learns that another member no longer meets the requirements of membership, he or she should so notify the President. In either



case, the President shall bring the matter to the Executive Committee, which shall decide whether (1) to transfer the member to a different membership classification, or (2) to seek his or her removal from the Federation's membership. The member shall be notified of the Executive Committee's decision. If the Executive Committee determines that the member should be removed, the member may seek reconsideration by the Board of Directors by written request to the President within 30 days of notice of the decision. Upon receipt of such a request, the President shall schedule a hearing at the next Annual or Winter Meeting, at which time the member will be afforded an opportunity to be heard before the Board of Directors. Following the hearing, if a two-thirds (2/3) majority of the Board determines that the member fails to meet the requirements for continued membership as provided in this Article or otherwise in these Bylaws, the member shall not be reinstated to membership in the Federation.

b. A Federation Member who learns that another member has engaged in conduct adverse or detrimental to the interests, objectives, or purposes of the Federation should notify the President of this fact. The President shall bring the matter to the Executive Committee, which shall determine whether the member has engaged in such conduct. If the Executive Committee determines that the member no longer qualifies for membership by virtue of his or her conduct, the Executive Committee shall determine what action to take, up to and including removing the member from the Federation. The member shall be notified of the Executive Committee's decision. If the Executive Committee determines that the member should be removed, the member may seek reconsideration by the Board of Directors by written request to the President within 30 days of notice of the decision. Upon receipt of such a request, the President shall schedule a hearing at the next Annual or Winter Meeting, at which time the member will be afforded an opportunity to be heard before the Board of Directors. Following the hearing, if a two-thirds (2/3) majority of the Board determines that the member fails to meet the requirements for continued membership as provided in this Article or otherwise in these Bylaws, the member shall not be reinstated to membership in the Federation.

## **SECTION 7 - MEMBERSHIP IN DRI**

All Federation members are strongly encouraged to belong to the Defense Research Institute, Inc.

## **ARTICLE III**

### **ANNUAL MEETINGS**

#### **SECTION 1 - TIME AND PLACE**

The Federation shall hold an Annual and Winter Meeting at a time and place designated by the Board of Directors. All members shall be given timely notice of the meeting. The Board of Directors may dispense with one (1) or more of these meetings because of unusual circumstances.

#### **SECTION 2 - QUORUM**

Except for amending these Bylaws, a quorum shall consist of at least fifty (50) members present and eligible to vote at the business meeting at any Annual or Winter Meeting. To amend the Bylaws, a quorum shall consist of at least seventy-five (75) members present and eligible to vote.

### SECTION 3 - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

The Officers and Board of Directors shall be elected at each Annual Meeting as provided in Articles IV and V.

### SECTION 4 - RESOLUTIONS

No proposed resolution shall be considered or voted upon unless it has previously been submitted in writing to the Board of Directors for its consideration and recommendations.

## ARTICLE IV

### BOARD OF DIRECTORS

#### SECTION 1 - COMPOSITION OF THE BOARD OF DIRECTORS; TERMS OF OFFICERS, SENIOR DIRECTORS, AND DIRECTORS; ELIGIBILITY FOR OFFICE; VACANCIES

a. *Composition of the Board of Directors:* The affairs of the Federation shall be managed by a Board of Directors consisting of the following twenty-two (22) members:

- (1) Four (4) Officers:
  - (a) Board Chair
  - (b) President
  - (c) President-Elect
  - (d) Secretary-Treasurer
- (2) Nine (9) Senior Directors
- (3) Nine (9) Directors

At least one (1) of the eighteen (18) Directors and Senior Directors shall be a Corporate Counsel or Industry Member.

The Past Presidents and Executive Director of the Federation shall be ex officio members of the Board of Directors.

All members of the Board shall have full and equal voting privileges, except ex officio members, who shall have no vote, and the Board Chair, who shall be entitled to vote only in the event of a tie.

b. *Terms of Office:* All Officers, Senior Directors, and Directors shall serve one (1) year terms, except as otherwise provided in Sections 1(d) and (e) of this Article. No person shall serve as a Director and/or Senior Director for more than six (6) consecutive years.

c. *Eligibility for Secretary-Treasurer, Senior Director, and Director:* Absent extraordinary circumstances as determined by the Nominating Committee:

(1) No person shall be nominated by the Nominating Committee to serve as Secretary-Treasurer unless he or she has completed at least two (2) years of service on the Board of Directors as a Senior Director. (July 2006)

(2) No person shall be nominated by the Nominating Committee to serve as a Senior Director unless he or she has served as a Director or as a Senior Director.

(3) No person shall be nominated by the Nominating Committee to serve as a Director if he or she has already served three (3) consecutive years as a Director.

d. *Special Election if Annual Meeting Not Held:* If the Annual Meeting is not held in a particular year:

(1) Directors and Senior Directors whose terms have expired shall continue to hold their offices until the next Winter Meeting, at which time there shall be a special election to fill those offices. The terms of those elected shall expire at the next Annual Meeting, when regular elections shall be held as provided in Article V. The additional service of the specially- elected Senior Directors and Directors shall not count toward the maximum period of service provided in Section 1(b) of this Article.

(2) Officers whose terms have expired shall succeed to the next office as provided in Article V, Section 1(b).

(3) The duties of Secretary-Treasurer shall continue to be performed by the person succeeding to the office of President-Elect until the next Winter Meeting, at which time there shall be a special election to fill the office. The term of the specially elected Secretary-Treasurer shall expire at the next Annual Meeting, when an election shall be held as provided in Article V. The specially-elected Secretary-Treasurer may be reelected to a full term at the Annual Meeting.

e. *Vacancies Between Meetings:* Vacancies occurring between meetings (including an inability to serve) shall be filled as follows:

(1) The offices of Board Chair, President, and President-Elect shall be filled by the next lower officeholder until the next meeting. If this method of filling the vacancy results in undue hardship or inequity, the vacancy may be filled in whatever manner the Officers, with the advice and consent of the Board of Directors, deem appropriate.

(2) The duties of Secretary-Treasurer shall be performed by the President-Elect until the next meeting. If the next meeting is a Winter Meeting, a special election shall be held to elect a Secretary-Treasurer whose term shall expire at the next Annual Meeting, when a regular election shall be held as provided in Article V. If the next meeting is an Annual Meeting, the vacancy shall be filled in the course of the regular election as provided in Article V. A member elected Secretary-Treasurer at a Winter Meeting may be reelected to a full term at the next Annual Meeting.

(3) The office of Senior Director or Director may be filled by a majority vote of the Board of Directors if the Board decides to do so. Members elected by the Board of

Directors shall serve until the next Annual Meeting, when a regular election shall be held as provided in Article V. The additional service of these Senior Directors or Directors shall not count toward the maximum period of service provided in Section 1(b) of this Article.

## SECTION 2 - COMMITTEES OF THE BOARD

a. *Executive Committee:* The President, with the advice and consent of the Board of Directors, may appoint an Executive Committee consisting of the Board Chair, President, President-Elect, Secretary-Treasurer, and five (5) additional members of the Board of Directors. Subject to the limitations set forth immediately below, the Executive Committee shall have authority to act for the Board during the intervals between the Annual and Winter Meetings. Matters concerning policy shall be deferred, when practicable, until the next Annual, Winter, or special meeting of the Board of Directors. If not practicable, then the Executive Committee may act for the Board regarding such matters. All decisions of the Executive Committee shall be by the affirmative vote of at least two-thirds (2/3) of the Committee. Each member of the Committee, including the Board Chair, shall have one (1) vote.

b. *Evaluation Committee:* The Board Chair, with the advice and consent of the Board of Directors, may appoint an Evaluation Committee consisting of the immediate past Board Chair (who shall serve as Chair of the Committee), current Board Chair, President, President-Elect, Secretary-Treasurer, members of the current executive committee, and up to three (3) Past Presidents. The Evaluation Committee shall consider, analyze, and evaluate issues relating to the implementation, revisions, and execution of the Federation's Strategic Plan, as well as other issues that may be relevant to the Federation's well-being and the accomplishment of its objectives and purposes. The Committee shall meet at the call of the Board Chair, at a time and place designated by the Chair of the Committee, and shall report its determinations and recommendations to the Board of Directors for its consideration and further action.

## SECTION 3 - MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least twice each year, immediately before, during, or immediately after the Annual and Winter Meetings. If an Annual or Winter Meeting is not held, the meeting shall be held at a time and place designated by either the Board Chair or President. Additional meetings of the Board of Directors may be held at such times and places as the Board Chair or President shall designate. When, in the judgment of either the President or Board Chair, an immediate vote of the Board of Directors is needed on a policy issue, a vote can be taken by conference call, so long as all Board members are notified by an e-mail three (3) business days before the conference call and all other conditions of these Bylaws are met.

All members of the Board are expected to attend the Annual and Winter Meetings, as well as any specially-set meetings. Eleven (11) members of the Board of Directors shall constitute a quorum. The majority of those present and eligible to vote as provided in Article IV, Section 1(a) shall control, except in those specific instances where these Bylaws provide otherwise.

## ARTICLE V

### ELECTION, SUCCESSION, AND DUTIES OF OFFICERS, SENIOR DIRECTORS, AND

## DIRECTORS; APPOINTMENT AND DUTIES OF EXECUTIVE AND FINANCIAL DIRECTORS

### SECTION 1 - ELECTION AND SUCCESSION OF OFFICERS, SENIOR DIRECTORS, AND DIRECTORS

a. *Election of Secretary-Treasurer, Senior Directors, and Directors:* At least two (2) weeks before the beginning of an Annual Meeting (or Winter Meeting in the event of a special election as provided in Article IV, Section 1(d) or (e)), the President shall appoint a Nominating Committee as described in Article VI, Section 2(p). The Nominating Committee shall nominate members to serve as Secretary-Treasurer, Senior Directors, and Directors, and shall report these nominations at the business meeting. Other members may be nominated from the floor at that meeting. The new Secretary-Treasurer, Senior Directors, and Directors shall be elected by a majority vote of those members who are present and eligible to vote at the business meeting. All Active, Industry, Emeritus, and Special Members granted voting privileges shall be eligible to vote.

b. *Succession to Office:* The Secretary-Treasurer shall be elected as provided in Section 1(a) of this Article. The other Officers shall succeed to office as follows:

(1) The President shall automatically take office as Board Chair at the conclusion of the Annual Meeting held at the end of his or her year of service as President, or as provided in Article IV, Section 1(d) and (e).

(2) The President-Elect shall automatically take office as President at the conclusion of the Annual Meeting held at the end of his or her year of service as President-Elect, or as provided in Article IV, Section 1(d) and (e).

(3) The Secretary-Treasurer shall automatically take office as President-Elect at the conclusion of the Annual Meeting held at the end of his or her year of service as Secretary-Treasurer, or as provided in Article IV, Section 1(d) and (e).

### SECTION 2 - DUTIES OF PRESIDENT

The President shall preside at the meetings of the members and shall use his or her best efforts to further the interests of the Federation. The President shall have full responsibility for the operation of the Federation's affairs, subject to the supervision and control of the Board of Directors.

### SECTION 3 - DUTIES OF PRESIDENT-ELECT

The President-Elect shall perform the duties described in these Bylaws or requested by the President or Board of Directors.

### SECTION 4 - DUTIES OF SECRETARY-TREASURER

The Secretary-Treasurer shall supervise or be responsible for recording the minutes of all meetings of the members, the Executive Committee, and Board of Directors; maintaining a Roster

of Members; sending the Federation's annual dues statements; collecting all monies owed to the Federation; maintaining Federation funds in appropriate accounts; disbursing Federation funds as may be appropriate; and, if appropriate, recommending to the Executive Committee a nominee for the FDCC Award. In addition, the Secretary-Treasurer shall perform the other duties described in these Bylaws or requested by the President or Board of Directors.

#### **SECTION 5 - DUTIES OF BOARD CHAIR**

The Board Chair shall preside at all meetings of the Board of Directors and shall perform the duties described in these Bylaws or requested by the President or Board of Directors.

#### **SECTION 6 - DUTIES OF SENIOR DIRECTORS**

The Senior Directors shall attend all meetings of the Board of Directors and shall perform the duties described in these Bylaws or requested by the President or Board of Directors.

#### **SECTION 7 - DUTIES OF DIRECTORS**

The Directors shall attend all meetings of the Board of Directors and shall perform the duties described in these Bylaws or requested by the President or Board of Directors.

#### **SECTION 8 - APPOINTMENT AND DUTIES OF EXECUTIVE DIRECTOR**

The Board of Directors may appoint an Executive Director and either establish his or her salary or enter into a contract with him or her which shall spell out the consideration to be paid by the Federation and the services to be rendered by the Executive Director. The Executive Director shall supervise the national office of the Federation under the direction of the President or Secretary-Treasurer; make recommendations to the President; carry out the directions of the President and Board of Directors; and perform the duties delegated to him or her by the Board of Directors.

#### **SECTION 9 - APPOINTMENT AND DUTIES OF FINANCIAL DIRECTOR**

The Board of Directors may appoint a Financial Director and may either establish his or her salary or enter into a contract with him or her which shall spell out the consideration to be paid by the Federation and the services to be rendered by the Financial Director. The Financial Director shall coordinate the daily financial transactions of the Federation under the direction of the President and Secretary-Treasurer.

### **ARTICLE VI**

#### **COMMITTEES AND SECTIONS**

##### **SECTION 1 - COMMITTEE SYSTEM**

The Federation's Committee System shall consist of three (3) Branches: (a) the Administrative Branch; (b) the Projects and Objectives Branch; and (c) the Substantive Law

Branch. These Branches shall operate through Sections and Committees as described in this Article.

a. *Committee and Section Appointments:* Except as otherwise provided in these Bylaws, the President shall make all Committee and Section appointments within the three (3) Branches identified above and may replace any Committee or Section member who fails to fulfill his or her obligations. With the advice and consent of the Board, the President may establish and appoint for the duration of his or her term other Committees or Sections he or she deems necessary to carry out the Federation's programs or objectives.

b. *Vacancies:* The President may fill vacancies on any Committee or Section at any time.

## SECTION 2 -ADMINISTRATIVE BRANCH

The Federation's Administrative Branch shall consist of the Committees described below. No person shall serve as Chair of any Administrative Branch Committee for more than four (4) consecutive one (1) year terms.

a. *Admissions Committee:* An Admissions Committee to review and evaluate nominations for membership and to submit recommendations for admission to membership to the Board of Directors. The Committee shall consist of at least three (3) members.

b. *Advisory Committee:* An Advisory Committee to assist and counsel the Board on all matters affecting the functions, operations, and policies of the Federation. The Advisory Committee shall consist of all Past Presidents in good standing, other than the Board Chair, and shall receive notices and be privileged to attend all meetings of the Board of Directors. Advisory Committee members shall participate in these meetings on the same basis as members of the Board of Directors but shall not have the right to vote on any subject matter.

c. *Amicus and Public Policy Committee:* An Amicus and Public Policy Committee to prepare and submit appellate briefs on core issues to the Federation as determined by the Executive Committee after full and careful consideration. The Committee Chair(s) and member shall be members of the Appellate Law Section. The President shall appoint two (2) to three (3) members of the Amicus Committee to serve as final editors.

d. *Bylaws and Resolutions Committee:* A Bylaws and Resolutions Committee to recommend and prepare amendments to the Bylaws and to recommend and prepare appropriate resolutions for consideration by the Board of Directors. The Committee shall consist of at least five (5) members, one (1) of whom shall be a member of the Board of Directors.

e. *Contracts Committee:* A Contracts Committee to review and approve all contracts to be entered into by the Federation. The Committee shall consist of no more than seven (7) voting members, one (1) of whom shall be the Chair of the Meeting Sites Committee. The Chair, in his or her discretion, may also seek the advice and counsel of other members on an ad hoc basis.

f. *Convention Exhibitors Committee:* A Convention Exhibitors Committee to oversee the activities of the exhibitors who are allowed to participate in the Annual and Winter Meetings

pursuant to the Resolution entitled “Exhibitions at Conventions.” The Committee shall consist of at least a Chair, who shall serve a three (3) year term, and certain Convention Chairs and Program Chairs. A Convention Chair’s term shall begin at the time he or she is appointed as Convention Chair and shall end one (1) year after the conclusion of the convention for which he or she served as Chair. A Program Chair’s term shall begin at the time he or she is appointed as Program Chair and shall end at the conclusion of the convention for which he or she served as Program Chair.

g. *Corporate Counsel Committee:* A Corporate Counsel Committee to coordinate and manage the Federation’s corporate outreach initiatives and special projects; to expand the profile of the Federation with general counsel and corporate counsel; and to promote and assist with corporate counsel membership development efforts, including seminars, special projects, and joint efforts with other organizations. The Committee shall consist of a Chair (or Co-Chairs), one (1) or more Vice Chairs, and at least three (3) members and shall work with the Membership Development and Retention Committee to promote corporate counsel membership.

h. *Diversity Committee:* A Diversity Committee to advance the commitment of the FDCC to promote diversity and attract and retain talented and diverse attorneys to its membership. The Diversity Committee will reach out to potential nominees from diverse backgrounds, encourage greater involvement and continued participation by FDCC members of all backgrounds, and foster diversity in FDCC activities, programs, and infrastructure.

i. *Finance and Budget Committee:* A Finance and Budget Committee to review and make recommendations to the Board of Directors concerning the Federation’s fiscal year budget and other matters relating to financial policy. The Committee shall be chaired by the Secretary-Treasurer and shall consist of at least seven (7) members, including at least two (2) members of the Board of Directors, two (2) Past Presidents, and one (1) member-at-large.

j. *Insurance Industry Committee:* An Insurance Industry Committee to coordinate and manage the Federation’s insurance industry outreach initiatives and special projects; to expand the profile of the Federation with litigation and claims officers within the insurance industry; and to promote and assist with insurance industry membership development efforts, including seminars, special projects, and joint efforts with other organizations. The Committee shall consist of a Chair (or Co-Chairs), one (1) or more Vice Chairs, and at least three (3) members and shall work with the Membership Development and Retention Committee to promote insurance industry membership.

k. *International Activities Committee:* An International Activities Committee to promote cooperative efforts among legal professionals throughout the world. These efforts may include seminars, mini-conventions, and/or joint efforts with international members and organizations. The Committee shall consist of a Chair (or Co-Chairs), one (1) or more Vice Chairs, and at least three (3) members and shall work with the Membership Recruitment Committee and Membership Development Committee to promote international membership.

l. *Meeting Sites Committee:* A Meeting Sites Committee to recommend to the Board of Directors sites for future Annual and Winter Meetings. The Committee shall consist of at least three (3) members.



1. The Sites Committee shall be chaired by a Past President and shall include at least one Senior Director that has been Chair of a Convention, a Director, and a member at large that has attended at least two (2) Winter Meetings and (2) Annual Meetings in the past eight years.
2. The Sites Committee should have at least the next six meetings (three Annual and three Winter meetings) approved by the Board at any given time.
3. The Sites Committee shall hold regular meetings at the Winter and Annual Meetings in person and as otherwise necessary.

m. *Membership Recruitment Committee:* A Membership Recruitment Committee to promote, recruit, and solicit qualified nominees for membership in the Federation. The Committee shall consist of at least five (5) members, one (1) of whom shall be a member of the Board of Directors.

n. *Membership Development Committee:* A Membership Development Committee to welcome and retain new and existing members of the Federation. The Committee shall consist of at least five (5) members, one (1) of whom shall be a member of the Board of Directors.

o. *Nominating Committee:* A Nominating Committee to nominate members to serve as Secretary-Treasurer, Senior Directors, and Directors. The Committee shall consist of six (6) persons from the general membership present at the Annual Meeting, one (1) of whom shall be designated as Chair, plus the five (5) immediately preceding Past Presidents present at the Meeting.

p. *Publications Committee:* A Publications Committee to supervise the style, format, and content of the Federation's publications as described in Section 5 of this Article and to assure that the objectives and purposes of the Federation are accurately reflected in those publications. The Committee shall consist of at least three (3) members, and shall include one member who shall serve as the Executive Editor of FDCC Insights, the Editor of the Federation Flyer, and the Chair of the Website Committee.

q. *Social Media Committee:* A Social Media Committee to develop, maintain, and enhance the Federation's website and other social media sites so as to further the goals and interests of the Federation in serving its members and the public. The Committee shall consist of at least seven (7) and no more than eleven (11) members, one (1) of whom shall be designated as Chair, and three (3) as Vice Chairs, and shall include the Website Editor, who may, but need not, serve as Chair.

r. *Professional Women's Forum:* A Professional Women's Forum to provide women members of the Federation a forum to network and address opportunities presented to and challenges confronting women in the field of law and business in today's marketplace.

### SECTION 3 - PROJECTS AND OBJECTIVES BRANCH

The Projects and Objectives Committee shall operate as follows:

a. *Projects and Objectives Committee:* A Projects and Objectives Committee shall supervise and report on the activities of the Substantive Law Sections; consider and recommend to the Board potential projects and objectives relevant to matters of substantive or procedural law; furnish assistance as required to develop programs for Federation meetings; and, through the Substantive Law Sections, produce articles for publication in FDCC Insights as provided in Section 4(d)(1) of this Article. The Committee shall consist of a Chair, one (1) or more Vice Chairs, and the Chair of each Substantive Law Section. The term of each Chair, Vice Chair, or Committee member shall be at the will of the President, to be exercised through his or her selection of Substantive Law Section members, Chairs, and Vice Chairs.

b. *Ex Officio Members:* The Chairs of the Member Communications Committee and the Membership Development Committee shall be ex officio members of the Projects and Objectives Committee.

### SECTION 4 - SUBSTANTIVE LAW BRANCH

The Substantive Law Branch shall operate as follows:

a. *Substantive Law Sections:* Substantive Law Sections shall be established by the President, with the advice and consent of the Board of Directors, in those fields of substantive law and practice that are material and relevant to the interests and professional activities of the general membership.

b. *Creation and Elimination of Sections:* Whenever the President, with the advice and consent of the Board of Directors, determines that the issues within a Substantive Law Section's purview can be addressed more effectively by subdividing the Section's activities into one (1) or more areas of interest, he or she may establish a new Section. When appropriate, and with the advice and consent of the Board, the President can rename or eliminate a Section to reflect the changing interests or needs of the Federation's members.

c. *Membership:* Substantive Law Sections shall consist of at least seven (7) members. Prior to each Annual Meeting, the President-Elect shall appoint the Chair, one (1) or more Vice Chairs, and the members of each Section, all of whom shall be appointed for terms of one (1) year, effective immediately at the end of the Annual Meeting at which the Section Chair-Elect succeeds to the office of Chair. To the extent feasible, Chairs and Vice-Chairs shall be appointed from existing Section membership. No member shall serve more than four (4) consecutive one (1) year terms as Chair of a particular Section. There is no limit to the number of consecutive one (1) year terms that a member may be appointed to membership in a particular Section.

d. *Duties:* Each Substantive Law Section shall:

(1) Prepare at least one (1) timely and informative article each year on substantive legal issues of practical import for members of the Federation and the legal community more broadly for publication in FDCC Insights;

(2) Make every effort to improve the efficiency and competency of the general membership in rendering legal services to the public and the business community;

(3) Review proposed legislation within the Substantive Section's expertise and submit recommendations to the Board of Directors for support, modification, substitution or opposition to such legislation, provided that the recommended action will not violate the provisions of Article 1, Section 2(d); and

(4) Maintain and provide a central source of information on matters within the Section's purview.

(5) Promote, recruit, and solicit a minimum of two (2) qualified nominees each year for membership in the Federation.

## **SECTION 5 - PUBLICATIONS**

a. The Federation shall publish, on a regular basis throughout the year, a compilation of informative articles on substantive legal issues of practical import for members of the Federation and the legal community more broadly known as FDCC Insights. The Federation shall also publish a Biographical Roster of Members, the Federation Flyer, and the FDCC Brochures, and shall maintain an Internet Website. The nature and content of these publications shall be determined by the Member Communications Committee, as directed by the Officers and Board of Directors.

b. The President, with the approval of the Board of Directors, may select the Executive Editor and other Editors of FDCC Insights, the Biographical Roster of Members, the Federation Flyer, and the Website, all of whom shall serve under the supervision of the Board of Directors and the Member Communications Committee on such terms and conditions as the Board of Directors may determine.

## **ARTICLE VII**

### **CONTRACTS AND FUNDS**

#### **SECTION 1 - CONTRACTS**

The Board of Directors may authorize any officer(s) or agent(s) of the Federation authorized by these Bylaws to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Authority may be general or confined to specific instances.

#### **SECTION 2 - CHECKS AND OTHER INSTRUMENTS**

All checks, drafts, money orders, notes, or other evidence of indebtedness issued in the name of the Federation shall be signed by such officer(s) or agent(s) authorized by the Board of Directors and in such manner as the Board of Directors directs. In the absence of such direction, instruments shall be signed by the Executive Director and countersigned by the Secretary-Treasurer.

### **SECTION 3 - DEPOSITS**

All Federation funds shall be deposited to the credit of the Federation in banks, trust companies, brokerage houses, or other similar depositories that the President and Secretary-Treasurer may designate.

### **SECTION 4 - GIFTS**

The Board of Directors may accept, on behalf of the Federation, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Federation.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

#### **SECTION 1 - BOOKS AND RECORDS**

The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, the Board of Directors and any committees or special projects. The Federation shall maintain a record of the names and addresses of its members at its principal office. Books and records may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

#### **SECTION 2 - FISCAL YEAR**

The Federation's fiscal year shall begin on October 1 and end on September 30 of each year.

#### **SECTION 3 - SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle inscribed with the name of the Corporation and the words "Corporate Seal, Illinois."

#### **SECTION 4 - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of the State of Illinois or the Federation's Articles of Incorporation or Bylaws, a written waiver of the notice requirement signed by the person(s) entitled to the notice, whether made before or after the time stated in the notice, shall be deemed to constitute such notice.

#### **SECTION 5 - GENDER**

The use of either gender shall apply to both genders.

## **ARTICLE IX**

### **AMENDMENTS**

These Bylaws may be amended or rescinded in whole or in part at any Annual or Winter Meeting by the affirmative vote of at least two-thirds (2/3) of the members present and eligible to vote, provided at least seventy-five (75) members are present to vote and that the proposed change(s) has been submitted in writing to the Board of Directors for its consideration and recommendation(s) prior to the meeting at which the proposed change is to be voted on.