



COMMERCIAL LAW LEAGUE OF AMERICA®

CONSTITUTION*
of the
Commercial Law League of America®

Effective date of this Constitution is July 16, 2003.

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Article I NAME AND OBJECTS

SECTION 1. NAME AND OBJECTS: This association shall be known as the Commercial Law League of America (League). Its objects shall be: to promote uniformity of legislation in matters affecting commercial law; to elevate the standards and improve the practice of commercial law; to encourage the highest standards of conduct among its members and in the profession at large; and to foster among its members a feeling of fraternity and mutual confidence.

Article II MEMBERSHIP

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

A. A person who has not violated standards of proper, moral, ethical or professional conduct residing in the United States of America or within its jurisdiction, or in Canada, who is (i) a lawyer in the practice of law, (ii) a member of the bench, (iii) a professor or teacher of law or a law student enrolled in an American Bar Association accredited law school or a teacher of commercial, insolvency or business law in an undergraduate school or college, (iv) an officer, manager or representative of a reputable commercial collection agency, bureau or credit insurance company. The commercial collection agency of the applicant applying for membership in the League must be appropriately licensed or registered in the state or states in which it is located, if such states require a license or registration of a collection agency. (v) any non-attorney personnel employed as an office administrator, collector or paralegal assistant who are engaged primarily in the collection of commercial debts or in the area of bankruptcy, reorganization or insolvency matters in a League member's law office and the manager of the collection department of a law office, trade association, or mercantile agency, (vi) an editor of a law journal which deals with any aspect of commercial law, (vii) a representative of a legal directory or law list, (viii) an individual whose primary occupation is in the field of public accounting, equipment or real property leasing, turnaround management, lending or banking, (ix) a person who is a licensed Trustee in Bankruptcy in Canada, (x) a person who is serving as a United States Trustee, (xi) a person who is serving as a bankruptcy panel trustee or has served as a trustee at anytime within the two years preceding that person's application for membership.

B. MEMBERS RESIDING OUTSIDE THE U.S. OR CANADA: Any person coming within the above classifications, but residing and doing business in any country outside of the United States and its possessions and Canada, may become a foreign associate member of the League on making application for such membership, said application to be made and approved as provided in Article III of this Constitution. Any foreign associate member shall abide by the rules and regulations of the League, except those in conflict with the established laws, usages and practices in his/her country.

C. LAW STUDENT MEMBERS: A law student, while attending a law school accredited by the American Bar Association, shall be eligible to apply for law student membership in the League. Any law student member shall become a regular member of the League under Article II, Section 1, without further application, upon his/her notice to the League of his/her admission to the bar of any state or United States territory or possession, that he/she falls within one of the classifications in Section A and B above within one year after graduation from law school, military service excluded,

and without further payment of dues until the next regular League membership dues billing period. The rights and privileges of law student membership shall be defined from time to time by the League's Board of Governors. The privileges of law student membership shall not extend to the right to vote in League elections or to hold elective or appointive office, except within the Law Student Division or as may otherwise be permitted by other Constitution provisions.

D. TERMINATION OF MEMBERSHIP: Any member who shall cease to possess the qualifications for membership hereinbefore prescribed, may, by vote of the Board of Governors, have that membership terminated. Thirty days' notice of the contemplated action of the Board of Governors shall be given to such member and the member so proceeded against shall have an opportunity to be heard, which is more fully set forth in Article XI.

SECTION 2. HONORARY MEMBERSHIP

A. The League, at its conventions, upon the advice of the Executive Vice President and/or on the recommendation of the Board of Governors, may confer honorary membership on persons of distinction, such membership carrying with it none of the privileges of membership save the right to sit in convention and take part in debates; but by vote of the Board of Governors such honorary membership may carry with it the privileges of membership in the League.

SECTION 3. LIFE MEMBERSHIP

A. WRITTEN REQUEST REQUIRED; AGE 70; MEMBER FOR 20 YEARS: Any member who has reached the age of 70 years and who has been a member of the League for a period of 20 years may upon written request, become a life member.

B. RETIRED; WRITTEN REQUEST; AGE 65; MEMBER FOR 20 YEARS: Any member, after attaining the age of 65 years, and prior to attaining the age of 70 years, who has retired from and is no longer professionally active in any category of membership described in Sections 1 A and B hereof, and who has been a member of the League for a period of 20 years, may, upon a written request, and upon approval of the Board of Governors, become a life member.

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

SECTION 4. APPLICATION FOR MEMBERSHIP

A. FORMAT: Every application for membership shall be in writing and signed by the applicant, as well as any other information required by the Board of Governors. The application shall set forth the applicant's profession or occupation and address, upon which his/her eligibility to membership is predicated. It shall be filed with the Executive Vice President, and shall be accompanied by payment in the amount of one full year's dues, regardless of the time at which the application is filed, at the rate then applicable to the applicant's membership status. Any special discounts then in effect shall not be deducted by applicant, but shall appear as a credit to the applicant's dues in the next scheduled annual dues billing. This payment shall be refunded if the application is objected to and disapproved or the applicant is determined to be ineligible for membership. The

Board of Governors may establish, at its discretion, an administrative processing fee for applications withdrawn at the request of an applicant.

B. NOTICE IN OFFICIAL PUBLICATION: If the applicant appears from the application to be eligible for membership, notice of the application shall be given by publication in the Official Publication of the name, address, and profession or occupation of the applicant, together with the name and address of the sponsor.

C. DISCRETIONARY REFERRAL: The Executive Vice President may of his/her own volition refer any application for membership to the Committee on Arbitration, Grievances and Objections to Membership for approval or rejection.

D. COMPULSORY REFERRAL: The Executive Vice President shall refer to the Committee on Arbitration, Grievances and Objections to Membership, (i) every re-application for membership by anyone who has been expelled from the League or who has resigned after the filing of any charges or complaints against the applicant; (ii) every re-application for membership and every request for reconsideration of application for membership by any one whose previous application has been rejected or voluntarily withdrawn upon objection being filed thereto; and (iii) every application for membership to which written objection, setting forth in detail the grounds therefore, is filed with the Executive Vice President by any member of the League, before the end of the first calendar month next following the month(s) of publication of notice of the application in the Official Publication.

E. NOTICE OF REFERRAL: The Executive Vice President shall advise the President of the League and the applicant of any reference to the Committee on Arbitration, Grievances and Objections to Membership and, with the permission of the President, must advise the applicant as to the nature of any objection filed.

F. OBJECTIONS TO MEMBERSHIP: All objections to membership shall be referred to the Committee on Arbitration, Grievances and Objections to Membership, and all such objections shall be administered in accordance with Article XI, of this Constitution.

3. EFFECTIVE DATE OF MEMBERSHIP: Unless an application for membership is one, the reference of which to the Committee on Arbitration, Grievances and Objections to Membership is compulsory under the provisions of SubSection D of this Article, or unless, before the end of the first calendar month next following the month(s) of publication of notice of the application in the Official Publication, the Executive Vice President shall have notified the President, that he/she is, of his/her own volition, referring said application to the Committee on Arbitration, Grievances and Objections to Membership for approval or rejection, provisional membership will be granted and approved as of the date of receipt of the application by the Executive Vice President; however, the applicant's name shall not be added to the membership rolls. Barring objection to membership, the provisional membership shall automatically convert to unconditional membership on the first day of the second calendar month next following such publication with the date of membership relating back to the date the application was initially received; whereupon the name of the applicant shall be added to the membership roll. The Board of Governors, at its discretion, may authorize the issuance of a membership card, membership certificate or membership plaque.

Article III DUES

SECTION 1. DUES SCHEDULE: The annual dues for membership of the League shall be established from time to time by the Board of Governors. For the purpose of establishing a schedule of dues, the Board of Governors, in its sole discretion, may create such categories of membership as it shall deem reasonable, and shall have the power to establish an annual dues structure for each category. At least once in each calendar year, the schedule of dues shall be published in the Official Publication and in the event of any amendment or modification of the schedule of dues from time to time in effect, notice thereof shall be published in the Official Publication within sixty (60) days immediately following the adoption by the Board of Governors of such amended or modified schedule. The effective date of any such amendment or modification shall be the date stated in the resolution adopting said amendment, unless the schedule of dues as adopted shall recite a later effective date. Annual dues may, in the sole discretion of the Board of Governors, include each member's subscription fee to one or more of the League's publications, including, but not limited to, the Commercial Law Journal, the Commercial Law Bulletin, or other publication whether or not enumerated the Official Publication. Fees for any League publication shall similarly be established by the Board of Governors, and each schedule of dues shall show the portion, if any, allocated as such subscription fees. Each schedule of dues shall also describe the applicable dues year, which dues year shall be established by the Board of Governors.

SECTION 2. DELINQUENT DUES: All dues shall be payable in advance of the dues year, and if not paid within a period fixed by the Board of Governors in its annual schedule, the member shall be delinquent. A member delinquent in payment of dues shall not be entitled to any of the privileges of membership, including the publication of their name in the annual Membership Roster.

SECTION 3. REINSTATEMENT: If a delinquent member shall apply to the League for reinstatement within three years after becoming delinquent said reinstatement shall only be effected upon the payment of six months' dues plus any dues required of new members.

SECTION 4. REMISSION OF DUES: The Board of Governors may for any reason which it may deem sufficient remit the payment of dues of any member of the League. The Board may delegate to the Executive Vice President such authorization, subject to Board ratification.

SECTION 5. SUSTAINING MEMBERSHIP: Any member may also become a Sustaining Member of the League upon payment of such sum annually as the Board of Governors shall from time to time establish in addition to the regular dues provided in Section I of this Article.

SECTION 6. PATRON MEMBERSHIP:

A. ELIGIBILITY: Any individual, law firm, agency, law list, corporation, partnership, association or other professional or business entity may become a Patron Member of the League upon payment of such sum as established by the Board of Governors. Patron Members, as such, shall not be entitled to any of the rights or privileges of members of the League.

B. RESTRICTION ON USE OF DUES: Dues received from Patron Members shall be restricted in use for the retention of League Counsel and for the general education of the public and the bar as to proper ethical, professional and commercial practice and procedures.

**Article IV
OFFICERS**

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

SECTION 2. TERMS OF OFFICE: A. The President, President-Elect, and Recording Secretary, shall be elected for a one (1) year term, and shall serve until their successors have been elected and have taken the oath of office. B. The Treasurer shall be elected for a three (3) year term and shall serve until a successor has been elected and has taken the oath of office.

SECTION 3. ELIGIBILITY FOR OFFICE: A. To be eligible to serve as President or President-Elect, a member must have served on the Board of Governors for at least three (3) consecutive or non-consecutive years. B. To be eligible to serve as Treasurer a member must have been elected to and previously completed a three (3) year term on the Board of Governors. C. A member shall not be eligible to serve as an officer of the League, if any part of the term of that office would run concurrently with the term of another member who is either an officer or an elected member of the Board of Governors if that other member is either a shareholder, a partner, member, associate or employee of the same law firm, agency or law list as the member seeking to serve as an officer of the League. D. A member who has served a three (3) year term as Treasurer shall be eligible to serve only for one (1) additional three (3) year term. E. A member who has served as President, President-Elect, Recording Secretary or has held a position on the Board of Governors, shall not be eligible for re-election to the same office for the next succeeding term; except that this restriction shall not apply to a member appointed to fill a vacancy nor to anyone who has been duly elected as President-Elect who has succeeded to the office of President because of the disability, death or removal of the elected President.

SECTION 4. PRESIDENT: The President shall have the following authority, duties and responsibilities. A. Serve as the chief executive and presiding officer of the League and preside at all meetings thereof. B. Convene the Board of Governors at any time between conventions, whenever in the judgment of the President a meeting of the Board of Governors shall appear to be necessary. C. Make an annual report to the members of the League at the Annual Convention. D. During the President's term of office and subject to the approval of the Board of Governors appoint in writing such person or persons as may be required to sign vouchers and checks, to withdraw funds of the League from the bank or banks in which such funds are deposited. E. Sign warrants directed to the Treasurer for payment of all accounts that are provided for in the budget. F. Perform such other duties as shall be required by the League or the Board of Governors, including the appointment of special Committees when authorized in accordance with Article IX. G. Serve as an ex-officio member of all Committees.

SECTION 5. PRESIDENT-ELECT: In the event of the absence, disability, death or removal of the President, the President-Elect shall perform the duties of the President. The President-Elect shall serve as an ex-officio member of all Committees, shall make a study of the objectives, purposes, activities and needs of the League for the forthcoming year, and upon inauguration as President, present it to the Convention assembled.

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

SECTION 7. RECORDING SECRETARY: The Recording Secretary shall coordinate the regional meetings of the League and the Committees of the Board of Governors, and shall perform such other duties as the President and the Constitution shall direct.

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

Article V BOARD OF GOVERNORS.

SECTION 1. COMPOSITION OF BOARD: There shall be a Board of Governors, to be composed of the following:

A. The officers of the League.

B. The Immediate Past President of the League.

C. Six members of the bar, currently engaged in the practice of law, two of whom shall be elected each year for terms of three years each.

D. One person who is owner, officer, manager or representative of a collection agency or credit insurance company elected for a term of three years.

E. One person who is the owner, officer, manager or representative of a law list or directory elected for a term of three years.

F. One person, from the Commercial Collection Agency Section, one person from the Bankruptcy Section, one person from the Young Members' Section and one person from the Creditors' Rights Section of the League to be elected by each such Section as provided by the approved by-laws of the section and one for the term provided thereby.

G. A member shall not be eligible to be a candidate for the Board of Governors, the term of which would coincide with the term either as officer or as an elected member of the Board of Governors, of another member who is a shareholder in the same law firm or a partner, member, associate or employee of the same law firm, agency or law list firm.

SECTION 2.

A. AUTHORITY AND RESPONSIBILITIES: The Board of Governors, shall have general supervision and direction of the officers, sections, committees and affairs of the League, and shall have full power and authority in the intervals between meetings of the League, to do all acts and perform all functions which the League itself might do or perform. It shall have no power to amend the Constitution. Any operative act of the Board of Governors between or at conventions shall be reported to the convention following such action.

B. The Board of Governors shall employ an Executive Vice President.

C. If, in the opinion of the Board of Governors, it shall be deemed advisable to present any question to the membership of the League for decision between conventions, the Board of

Governors shall, in that event, have the right to present such question to the membership by mail, and a vote so cast shall be deemed as binding as if taken in convention.

D. Each of the members of the Board of Governors shall serve ex officio as a member of the executive council of the Regional Members Association of the district of which he is a member, and shall represent the Board of Governors of the League, but shall not have the right to vote.

E. The Board of Governors shall employ certified public accountants to audit the books of the League. Such audit shall be conducted in advance of the convention so that the report of the auditors shall be delivered to the next convention of the League.

SECTION 3. QUORUM: PRO TEM MEMBERS; MAIL OR ORAL VOTING: At any meeting of the Board of Governors seven members shall constitute a quorum. In absence of such a quorum at any convention of the League, such convention shall immediately elect members pro tem sufficient to make a quorum who shall serve during the said convention or until a quorum of regular members appears. The President may at any time order a vote of the Board of Governors to be taken by mail, or orally, if followed by written confirmation.

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

A. Actual necessary expenses of transportation and

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

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

Article VI EXECUTIVE VICE PRESIDENT

SECTION 1. EXECUTIVE VICE PRESIDENT: The Executive Vice President shall keep all records, correspondence, books, accounts and other documents belonging to the Board of Governors and the League, and perform all other duties usually appertaining to the office. He/she shall from time to time and at least annually recommend to the President and the Board of Governors activities beneficial to the membership of the League. He/she shall have general charge of the League office and the personnel thereof. He/she shall attend all of the meetings and make and preserve complete minutes of its proceedings of the Board of Governors and those of the League. He/she shall at all times act under the direction of the President, subject to the superintending control of the Board of Governors. He/she shall receive and pay to the Treasurer all moneys belonging to the League and prepare and transmit to the President, warrants directed to the Treasurer for payment of all accounts. He/she shall be furnished a contingent fund of an amount to be established by the Board of Governors to be disbursed by him/her only on voucher checks and to be accounted for monthly to the President. The Executive Vice President shall transmit as soon as possible after the last day of each month, a detailed statement of all receipts

and disbursements for the preceding month to the President and the Board of Governors. In the event of a vacancy in the position of Executive Vice President, the President with the concurrence of a majority of the Board of Governors may delegate the duties of the Executive Vice President to such other person(s) as may be appropriate.

Article VII SECTIONS

SECTION 1. ESTABLISHMENT: The Board of Governors may establish Sections of the League for the purpose of carrying on the functions of the League.

SECTION 2. RULES AND REGULATIONS FOR ESTABLISHING SECTIONS: The Board of Governors shall from time to time promulgate rules and regulations for the establishment, continuance, combination or discontinuance of Sections of the League.

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

SECTION 4. SECTIONS CREATED: The following Sections have been created by the League in accordance with the provisions of this Article:

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

Article VIII DISTRICTS AND DISTRICT ORGANIZATIONS

SECTION 1. REGIONAL MEMBERS ASSOCIATIONS; ESTABLISHED BY BOARD: The Board of Governors may establish district organizations of the League, to be known as Regional Members Associations, for the purpose of carrying on the functions of the League on a local basis.

SECTION 2. DISTRICT NAMES AND BOUNDARIES: The names and geographical boundaries of such districts shall be as follows:

A. The New England District shall consist of Maine, Massachusetts, New Hampshire, Puerto Rico, Rhode Island, Vermont, The U.S. Virgin Islands, and the Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, and Quebec.

B. The Eastern District shall consist of Connecticut, Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and the Canadian Province of Ontario.

C. The Southern District shall consist of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia and Mexico.

D. The Midwestern District shall consist of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, and the Canadian Provinces of Manitoba and Saskatchewan.

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

SECTION 3. ELIGIBILITY FOR MEMBERSHIP: Members of the League residing within the boundaries of any such district shall be eligible for membership in the Regional Members Association of that district. Members of the League who do not reside within any district as defined above, shall be eligible for membership in the Regional Members Association of the New England District. Members of the Regional Members Association of the New England District shall be eligible for Membership in the Regional Members Association of the Eastern District.

SECTION 4. BOARD JURISDICTION; PROMULGATION OF RULES AND REGULATIONS TO ESTABLISH DISTRICTS: Jurisdiction over the district organizations shall be vested in the Board of Governors, and the Board of Governors shall from time to time promulgate rules and regulations for the establishment and operation of the district organizations.

SECTION 5. DISTRICT BY-LAWS; BOARD RULES OF OPERATION: Each district organization shall have by-laws not inconsistent with this Constitution and Rules of Operation for Regional Associations as may be adopted from time to time by the Board of Governors of the League. Such by-laws and any amendments thereto shall only be adopted at regular meetings of the district organizations by a two-thirds vote of the members present and voting thereon; provided, the proposed by-laws or amendments thereto are first submitted in writing to the Secretary of the district organizations at least sixty (60) days in advance of such meeting, and a copy thereof is distributed to the organization's membership at least twenty days in advance of such meeting.

Article IX COMMITTEES

SECTION 1. There shall be the following constitutional Committees:

- (1) Executive Committee
- (2) District Council Committee
- (3) Finance Committee
- (4) Triadic Committee
- (5) President's Advisory Committee
- (6) Arbitration, Grievance, and Objections to Membership Committee

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

SECTION 2. SPECIAL COMMITTEES: The President or the Board of Governors may create Special Committees deemed to be necessary or advisable. The resolution creating a Special

Committee shall contain the term of its existence and the number of its members. Should the resolution creating any Special Committee omit the term of its existence the Special Committee shall be deemed terminated at the end of the administrative year in which it was created.

SECTION 3. PRESIDENTIAL APPOINTMENTS; VACANCIES; BOARD APPROVAL: Except as otherwise Provided for in this constitution or in any by-laws of the League, the members of all committees, shall be appointed by the President who shall also designate a Board member as Board liaison the chairperson and one or more vice-chairs of all committees. The President, with the approval of the Board of Governors, shall have authority to remove a person from a committee. The President shall have authority to fill vacancies on any committees subject to the approval of the Board of Governors if such position initially required approval of the Board of Governors. Except as provided in this constitution or by-laws of the League, committee appointments are for a term of one year that terminates at the end of the term of the president who made the appointment.

SECTION 4. NUMBER OF COMMITTEE MEMBERS; EXCEPTIONS:

A. All committees, except as otherwise may be provided in the by-laws and except the Executive Committee, District Council Committee, Finance Committee, Triadic Committee, President's Advisory Committee, and Arbitration, Grievances, and Objection to Membership Committee shall consist of as many members as may be determined by the President. The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Treasurer, Recording Secretary, and the two (2) Attorney Board Members who are in the third year of their term. The District Council Committee shall consist of the Recording Secretary of the League as its permanent Chairperson, the Executive Vice-President of the League as its permanent Secretary, and shall include as its members the Chairperson, the Chairperson-Elect, and the Immediate Past Chairperson of the Regional Members Association of each of the Districts. The Finance Committee shall consist of the President, President-Elect, Treasurer, Immediate Past Treasurer, and four other members appointed by the President. Only Past Presidents of the League and members who have served a full three-year term on the Board of Governors shall be eligible to serve as the appointed members on the Committee. Except when appointed to fill a vacancy thereon for an unexpired term, the terms of the appointed members of said Committee shall be four years so that the term of one of the appointed members shall expire each year. The Triadic Committee shall consist of the Chair, who shall be a member of the Commercial Agency Section (CAS) and shall be selected by the membership of the CAS to serve for a one-year term. The chair of this committee may serve an unlimited number of successive terms. The chair shall have the power to appoint five committee members who shall include at least one representative from a law list publishing company and at least one member of the Creditors' Rights Section. The League President shall have the power to appoint three members of the committee. The chair of this committee will also serve as a member of the National Education Committee and the National Meetings Committee. The President's Advisory Committee shall consist of all Past Presidents and former members of the Board of Governors who have served a three-year term. The Chairperson of the Committee shall be the Immediate Past President of the League. The Arbitration, Grievances, and Objections to Membership Committee shall consist of those persons set forth in Article XI of this constitution.

SECTION 5. DUTIES OF CONSTITUTIONAL COMMITTEES:

A. **EXECUTIVE COMMITTEE:** The Executive Committee shall assist the President, Executive Vice-President and other staff members concerning governance and management issues occurring in the day-to-day operation of the League. It shall act in an oversight committee

capacity, monitoring and coordinating all League activities and reporting thereon to the Board of Governors. Where appropriate, it shall make recommendations to the Board for decision concerning policy issues or management issues which may require Board action. The committee shall also interface with League counsel.

B. THE DISTRICT COUNCIL COMMITTEE: The Committee shall act as a forum for exchange of ideas regarding activities of the League and Regional Members Associations, including but not limited to the time and venue of the meetings of each of the Regional Members Associations, the development of educational programs and to otherwise foster, maintain and promote the relationship between and among the Regional Members Associations and the League.

C. FINANCE COMMITTEE: The Finance Committee, in conjunction with the Executive Vice President, the Executive Committee and officers of the League, shall monitor and report to the Board of Governors on all issues concerning to or related to the finances of the League including all of its sections and regions. The Finance Committee shall monitor compliance with the League Constitution and other governing documents to ensure compliance with generally accepted accounting practices for the purpose of protecting the financial integrity of the League and act as an advisory committee to the Board of Governors to assist it in meeting its fiduciary obligations to the League membership. In addition, it shall be the obligation of this Committee to prepare a budget covering the League's income and expenditures for each fiscal year and to provide for an appropriation of all League funds and submit the budget to the Board of Governors. The Committee shall also be responsible for the contemplation of the future financial requirements of the League, and the means whereby those requirements shall be met. Annually the Committee shall elect one of its appointed members to serve as Chairperson, and shall meet at such times and places as the committee chairperson or the President may direct. Meetings shall be at the expense of the League, except when said Committee shall meet at and during a League meeting.

D. TRIADIC COMMITTEE: The Triadic Committee shall consider all matters involving the proper method of forwarding, receiving and servicing claims. The committee shall make recommendations to the Board of Governors regarding improving the method of forwarding, receiving and servicing claims including policies and procedures relating to ethical practices in the forwarding and receiving of claims.

E. PRESIDENT'S ADVISORY COMMITTEE: The President's Advisory Committee shall consider matters presented to it by the President and shall report on such matters in confidence solely to the President or as the President may direct.

F. ARBITRATION, GRIEVANCE, AND OBJECTIONS TO MEMBERSHIP COMMITTEE: The Arbitration, Grievance, and Objections to Membership Committee, pursuant to Article XI, shall investigate and consider any complaint filed against a member, act upon any request for arbitration, and act upon any application for membership referred to the committee pursuant to Article II, Section 4.

Article X VACANCIES

SECTION 1. PRESIDENT APPOINTS; BOARD APPROVAL; TERM EXPIRES AT NEXT CONVENTION: Except as otherwise provided, all vacancies to elective office shall be filled by appointment by the President, which appointment shall be subject to the approval of the Board of Governors. Such appointments shall be for a term expiring at the time of the annual convention

next following the creation of the vacancy. If the unexpired term of the office in which the vacancy occurs is for a period which extends beyond the next annual convention, then that portion of the unexpired term so extending shall be filled by the membership voting at that convention with the method of nomination and election to the unexpired period of the office in which the vacancy occurs to follow the procedures set forth in Article XVIII of this Constitution as closely as may be feasible.

SECTION 2. PRESIDENT-ELECT AUTOMATICALLY SUCCEEDS VACATED PRESIDENCY: If there is a vacancy in the office of the President, the President-Elect shall automatically succeed to the Presidency.

SECTION 3. In the event a vacancy shall occur in the office of the President so as to cause the President-Elect to assume the duties of the President, then, in that event, the Board of Governors, at its meeting immediately following the creation of such vacancy, shall elect one of its members to preside at the meetings of the Board of Governors in the absence of the President.

SECTION 4. VACANCY OF NON-ELECTED BOARD SECTION REPRESENTATIVE: Any vacancy on the Board of Governors of a member designated by any Section of the League shall be filled in such manner as may be provided by the By-Laws of said Section.

Article XI ARBITRATION, GRIEVANCES AND OBJECTIONS TO MEMBERSHIP

SECTION 1. COMPOSITION OF THE COMMITTEE ON ARBITRATION, GRIEVANCES AND OBJECTIONS TO MEMBERSHIP: The Committee on Arbitration, Grievances, and Objections to Membership shall investigate and hear all complaints dealing with applications for membership, grievances against members and arbitration proceedings, The committee shall consist of twelve members of the League, including the chairperson, nine of whom shall be attorney members and three of whom shall be lay members. The members of the committee, who shall serve for terms of three years each, shall be appointed by the President of the League with the advice and consent of the Board of Governors. The terms of the members of the initial committee shall be staggered so that four members shall be appointed for one year, four members for two years, and four members for three years. Committee members shall not serve for more than two consecutive terms. The chair shall be appointed by the President of the League with the advice and consent of the Board of Governors for a three year term. No member of the Board of Governors shall serve on the committee.

SECTION 2. STANDARDS AND SANCTIONS:

A. OBJECTIONS TO MEMBERSHIP: Any applicant for membership in the League found to have violated standards of proper, moral, ethical or professional conduct, the Operative Guides for Forwarders and Receivers, the Agency Section Code of Ethics, or the Association of Law List Publishers Code of Conduct, may be denied membership in the League in accordance with the procedures set forth herein.

B. GRIEVANCES: Any member of the League found to have violated standards of proper moral, ethical or professional conduct, the Operative Guides for Forwarders and Receivers, the Agency Section Code of Ethics, or the Association of Law List Publishers Code of Conduct may be censured, either as a private censure or a public censure, suspended or expelled from the League in accordance with the procedures set forth herein. However, if the grievance is filed against a

member of the Commercial Collection Agency Section of the League and such Section has a grievance procedure approved by the Board of Governors, then the Committee shall delegate its jurisdiction over the Agency Section member entity, but not the individual member of the League, during such time as the member is a member of the Commercial Collection Agency Section. Should such Agency Section member cease to be a member of the Agency Section for any reason, the Agency Section shall forthwith transmit to the Executive Vice President, for transmittal to the Committee, the names of the parties and all documents relating to the Grievance including but not limited to the initial complaint, any evidence gathered by the Agency Section and the report and recommendations, if any, of the Agency Section on the resolution of the Grievance in question.

C. ARBITRATION: The Committee shall have the authority to arbitrate any dispute between two or more League members or between one or more League members and a non-member(s). In any dispute between two or more League members arising out of or involving a forwarding contract as defined in the Operative Guides for Forwarders and Receivers, the League members are presumed to have submitted to the jurisdiction of the Committee for resolution of the dispute unless all League members involved in the dispute agree otherwise or the forwarding contract specifically states otherwise. In an arbitration between a non-member(s) of the League and a member or members of the League, no non-member may be subject to the arbitration procedures or bound by the results unless the nonmember agrees in writing to participate in and be bound by the arbitration procedures and results. The Committee shall have the authority to resolve arbitrations in any manner it deems appropriate in accordance with the procedures set forth herein including but not limited to the award of money damages. Any member of the League who fails for an unreasonable period of time to comply with any final decision on an arbitration matter may be censured, either as a private censure or a public censure, suspended or expelled from the League. Any arbitration award made in accordance with the procedures set forth herein shall be binding upon the parties and may be enforceable in a court of competent jurisdiction. In each case of an arbitration, the Chair, with the advice and consent of the Committee, shall have the authority and right to refuse to entertain the arbitration.

D. DISBARMENT, SUSPENSION OR SURRENDER OF LICENSE TO PRACTICE: Any attorney member shall be automatically expelled if he/she is disbarred from the practice of law. Any attorney member shall be automatically suspended if he/she is suspended from the practice of law in any jurisdiction in which he or she had been licensed. Any attorney member shall be automatically suspended if he/she voluntarily surrenders his/her license to practice law in any jurisdiction if immediately preceding such surrender, there was a pending disciplinary action before the appropriate body in any jurisdiction in which the attorney had been licensed. Said suspension from League membership shall be for a period equal to the period of suspension or voluntary surrender of his/her license to practice law and his/her membership in the League shall automatically reinstate upon the reinstatement of his or her license to practice law.

SECTION 3. METHOD OF HANDLING OBJECTIONS, GRIEVANCES AND ARBITRATIONS:

A. RULES OF PROCEDURES: Subject to the approval of the Board of Governors, the Committee shall adopt from time to time its own Rules of Procedure and publish them at least once a year in an official publication of the League.

B. CONFIDENTIALITY: All matters to come before the Committee shall be strictly confidential and all witnesses, parties, members of the Committee or other participants in the process shall treat it as such. However, in the case of an arbitration, if it is necessary that the arbitration award be enforced by a court of competent jurisdiction, then this confidentiality restriction shall be lifted

for the sole purpose of complying with and aiding in such enforcement by a court of competent jurisdiction.

C. BRINGING A MATTER BEFORE THE COMMITTEE: A matter to be considered by the Committee may be brought by any member of the League or any non-member of the League. Any such matter shall be commenced with the filing of a Verified Petition, submitted in duplicate to the Executive Vice President. The Verified Petition shall be specific and contain the basis upon which the matter is brought.

D. HEARINGS: The Committee or any Subcommittee of the Committee shall have the authority to hold hearings on any matter and to take testimony from any witness and may require witnesses to be sworn or placed under affirmation. Any party to a matter may be represented by counsel.

E. SUBCOMMITTEES: The Committee Chair may appoint any number of Subcommittees as he/she deems appropriate. Each such Subcommittee shall consist of three members of the Committee. Subcommittees shall be authorized to investigate, gather evidence and hold hearings in any matter assigned to it by the Chair of the Committee. Within sixty days from the time that it concludes its investigation, a Subcommittee shall render a written report and recommendation about the matter assigned to it to the Committee.

F. AUTOMATIC REVIEW BY COMMITTEE: At its next regular meeting, the Committee shall consider and review all reports and recommendations from all Subcommittees. Within forty-five days thereafter, the Committee shall render a final report and recommendation to the Executive Vice President who shall immediately mail by registered mail, return receipt requested, a copy of the final report and recommendations to the complainant and the person against whom the objection or grievance had been filed, or to the parties to the Arbitration.

G. APPEAL TO THE BOARD OF GOVERNORS: The report and recommendation of the Committee shall be deemed final and automatically considered accepted and adopted unless within thirty days from the date that the report and recommendations were served as defined in the Rules of Procedure, a petition is filed by any of the parties with the Executive Vice President seeking a review by the Board of Governors. If such a petition is timely filed, the Board of Governors at its next regularly scheduled meeting shall review the report and recommendations and the documentation available to the Subcommittee and Committee. No hearing may be held. The Board may adopt or modify, or decline to adopt the report and recommendations of the Committee. The Executive Vice President shall poll the members of the Board in attendance and record their votes. A majority of those voting shall determine the decision of the Board. The decision of the Board of Governors shall be final and not appealable. The Executive Vice President shall immediately notify the parties of the decision of the Board of Governors by registered mail, return receipt requested.

SECTION 4. EXPENSES OF THE COMMITTEE AND SUBCOMMITTEES: The Committee, with the approval of the Board of Governors, or any Subcommittee, with the approval of the Committee, shall have the power to employ counsel and incur all necessary expenses by taking testimony and conducting proceedings. The Committee shall file its report of expenses incurred as a part of its Committee report, and may make recommendations to assess any expenses incurred against either the complainant, the person against whom the objection or grievance has been filed, or both, or against any or all parties in an Arbitration, as it deems fair and equitable under the circumstances.

**Article XII
REMOVALS FROM OFFICE**

SECTION 1. "FOR CAUSE"; MAJORITY VOTE: Any officer or member of the Board of Governors may be removed for cause by a vote of a majority of the entire Board of Governors.

SECTION 2. COMMITTEE MEMBER; FOR CAUSE BY PRESIDENT: Any member of a standing or special committee may be removed for cause by the President.

**Article XIII
ANNUAL CONVENTION**

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

SECTION 2. ORDER OF BUSINESS: Not less than seventy (70) before the first business day of each Annual Convention, the President shall appoint a committee of not less than three (3) and no more than nine (9) on Rules of Order for the coming Annual Convention. After formation of the committee the Executive Vice President shall propose the order of business for the coming Annual Convention and shall forthwith deliver the proposed order of business to the Chairperson of the committee. The committee shall consider the proposed order of business, recommend to and settle with the Executive Vice President any changes, additions, or deletions and make a report, recommending to the President the order of business for the Annual Convention; said report shall be submitted to the President as the proposed order of business in time to be printed and distributed before the Annual Convention, either in an Official Publication of the League or otherwise. The consideration of such report shall be the first order of business at the first session of the first business day of the Annual Convention. For the purpose of this Article and any other Article of this Constitution the term first business day shall mean that day which is designated in the official program of the Annual Convention as the first business day.

**Article XIV
EMERGENCY POWERS OF BOARD OF GOVERNORS**

SECTION 1. INVOCATION: The emergency powers conferred by this Article may be invoked and exercised only when the United States of America is engaged in war or during a period of other grave national emergency, and then only if and when at least eighty (80) percent of the entire membership of the Board of Governors as then constituted shall have first formally found and declared, in writing, over their respective signatures, that it would be against public policy or against public interest for the regular annual convention of the League to be held in or for that particular year. The reasons for such findings shall be fully set forth in such declaration.

SECTION 2. NOTICE: Notice of such invocation of the emergency powers conferred by this Article and of the reasons therefore shall be published in full in the Official Publication or mailed to all members of the League.

SECTION 3. SPECIAL ELECTIONS: In the event of the invocation of the emergency powers conferred by this Article, the Board of Governors shall have the power and the immediate duty to elect in accordance with such rules as the Board of Governors may provide therefore, such officers

of the League and members of the Board of Governors as should have been elected by the League were its regular annual convention then in session.

SECTION 4. TERMS OF OFFICE: The term of office of those elected under the emergency powers conferred by this Article shall, respectively, commence upon the filing of written acceptance of such election with or in the office of the Executive Vice President and shall continue for a like term as if such election had been by the League in convention assembled.

SECTION 5. INELIGIBILITY: The same ineligibility to reelection for successive terms shall apply to such election, when held by the Board of Governors, as is prescribed in Article IV of this Constitution of the League.

SECTION 6. SUSPENSION OF CONFLICTING PROVISIONS: All provisions of any other Article of the Constitution of the League in conflict with the emergency powers conferred in this Article are to the extent of such conflict only, hereby suspended; otherwise, and except when the emergency powers of this Article shall have been currently invoked, all such other provisions of the Constitution of the League shall remain in full force and effect.

SECTION 7. REVOCATION OF EMERGENCY POWERS: The emergency powers herein may be revoked by the Board of Governors in the same manner as they are established in Section 1 hereof.

Article XV PUBLICATIONS

SECTION 1. NAME; EDITOR; RESPONSIBILITIES: The League shall publish as often as may be practicable and reasonably necessary under the direction of the Board of Governors, a publication to be known as the Commercial Law Journal. In addition it may publish other publications, of general circulation to League members, any of which may be used as the official medium of communication of the League as designated for the purposes of this constitution as the Official Publication. The Executive Vice President shall appoint the editor of the League publications who shall serve until a successor is appointed. The editor shall be responsible for the immediate content of each publication and shall schedule articles in such order or priority as in his/her judgment shall best adhere to the policy established in that respect.

SECTION 2. BOARD'S RIGHTS TO PUBLISH AND SELL ADVERTISEMENTS: The Board of Governors shall have the right, in its judgment, to publish articles of interest to members and to sell space therein for advertisements.

SECTION 3. BOARD OF ASSOCIATE EDITORS; APPOINTMENT; BOARD APPROVAL: To aid the editor in securing and production of material for publication, and to determine the policy to be pursued by the publications with respect to format and contents, the President, with the approval of the Board of Governors, shall appoint a Board of Associate Editors of not more than ten members. In addition, there shall be appointed a Chairperson of the Board of Editors and two Vice-Chairpersons. The term for the Associate Editors shall be three years, with appointments to be made so as to provide for the completion of a proportionate number each year. The Chairperson of the Board of Editors and the Vice Chairpersons shall serve from year to year as designated by the President and approved by the Board of Governors. The editor after consultation with the Board of Associate Editors shall present to the Board of Governors recommendations to be followed in the selection of articles for publication and the overall content of the publications.

Such policy as approved by the Board of Governors shall provide a guideline for the selection of articles. In event of any question, the Board of Associate Editors shall first pass upon any advertising to be accepted for the publications and consider such other matters as will properly represent the League to the public through its publications. In the event of any difference of opinion between the editor and the Board of Associate Editors, such matter shall be referred to the Board of Governors for resolution.

Article XVI QUORUM

SECTION 1. Forty (40) members shall constitute a quorum at any meeting of the League.

Article XVII RULES OF ORDER

SECTION 1. ROBERT'S RULES: In all questions of order and parliamentary practice not covered by this Constitution and any Convention rules, Robert's Rules of Order, Newly Revised, shall govern.

SECTION 2. TIME: In computing any period of time prescribed or allowed in this Constitution, the day of the act, event or default from which the designated period of time begins to run shall be included. The last day of the period computed shall be included, except if the last day of the time period pertains to receipt or delivery at the League office in which case if the last day is a Saturday, Sunday or other day in which the League office is not regularly scheduled to be open, then in that event the period runs until the end of the next day on which the League office is regularly scheduled to be open.

Article XVIII NOMINATING COUNCIL AND NOMINATIONS

SECTION 1. NOMINATING COUNCIL: For the purpose of selecting candidates for offices of the League a Nominating Council shall be formed annually as hereinafter set forth.

A. DISTRICTS: For the purpose of this Article, the members of the League shall be divided into districts, as defined in Article VIII of this Constitution.

B. COMPOSITION: The Nominating Council shall consist of the delegates and alternates appointed at large and elected by each district. The President shall appoint two delegates at large and a first and second alternate at large. Each district shall elect two delegates and a first and second alternate in accordance with the provisions of this Article. No person shall be eligible to serve as a delegate or alternate if they hold a national office or are a candidate for a national office. The first alternate shall serve as a delegate only in the event of death, absence or disability of a delegate for whom he or she is the alternate. The second alternate shall serve only in the event of death, absence or disability of a delegate or of the first alternate acting for an incapacitated delegate for whom he or she is the alternate. Alternates unless serving as a delegate shall have a voice but no vote. No person shall serve on the Nominating Council in any capacity for more than two successive years.

C. ELECTION OF DELEGATES: Not later than April 1 of each year, the Chairperson of each district organization shall appoint a Nominating Committee consisting of five members of the League from that district. The Committee shall not consist of more than two members from the

same state or province within the district. The Chairperson of the district shall appoint one of the Committee members as Chairperson of the Committee. The Committee shall nominate two delegates and a first and a second alternate from that district to the Nominating Council. The Committee may conduct its business at meetings by telephone or through the mails, but no action shall be taken without the participation of at least four of the five members. The Committee shall report its nominations to the Chairperson of the district organization within thirty days after completion of its business. The Secretary of each district organization shall notify all members in good standing of the district organization of such nominations not less than twenty (20) days prior to either the annual meeting of the district organization or a regularly scheduled meeting of the district organization but in no event later than May 15. The members of the district organization shall have the right to propose additional candidates by petition filed with the Secretary of the district organization not later than ten days prior to the annual or regularly scheduled meeting of the district organization but in no event later than June 1. The petition shall be signed in one or more pads by at least twenty-five (25) members in good standing of the district organization.

1. CONTEST: In the event of a contested election for the Nominating Council, the district organization shall conduct an election for the Nominating Council by one of the two (2) following methods.

(a) DISTRICT ELECTION FOR NOMINATING COUNCIL AT MEETING: The district organization shall conduct an election at a regularly scheduled meeting of the district organization provided that each member in good standing of the district organization shall have been given at least fifteen (15) days notice of the meeting. The notice shall advise all members of the district organization that there is a contested election for the Nominating Council and that the election will be held at the scheduled meeting. The meeting may be held at such times as chosen by the district organization so long as the dates chosen for said election would not be inconsistent with this Constitution. Voting at said election shall be by those persons present who are members in good standing of the district organization. Voting by proxy shall not be allowed.

(b) DISTRICT ELECTIONS FOR NOMINATING COUNCIL BY MAIL: The district organization at its own expense shall mail a ballot to each member in good standing of the district organization containing the names of the proposed candidates, which ballot shall contain a provision that the ballot be returned to the Secretary of the district organization not later than June 15.

2. DISTRICT ELECTION FOR NOMINATING FOR COUNCIL- BY CAUCUS: In the event that any district organization shall fail to elect two (2) delegates and a first and second alternate in accordance with the procedures set forth above, then the members in good standing from any such district organization shall caucus at the Annual Convention anytime prior to the organizational meeting of the Nominating Council to be held at the Annual Convention and shall elect two (2) delegates and a first and second alternate to the Nominating Council, each of whom shall be a resident and a member in good standing of the district which he or she shall represent.

3. CERTIFICATION TO EXECUTIVE VICE PRESIDENT: The Secretary of each district organization shall certify to the Executive Vice President of the League the names of the two (2) delegates and the first and second alternates elected, whether by contest or otherwise.

4. VACANCY: If for any reason whatsoever, any district organization fails, neglects or is unable to elect its delegates and alternates, or fails to certify their election, either prior to or at the Annual Convention in accordance with the procedures described above, then the Executive Vice President of the League shall declare that a vacancy exists in the Nominating Council. Any vacancy or

vacancies on the Nominating Council for the masons set forth in this paragraph shall remain unfilled for the remainder of the term.

D. ORGANIZATIONAL MEETING: The Nominating Council formed as provided in this Article, shall hold its first meeting before the conclusion of the Annual Convention of the League.

E. RULES OF PROCEDURE: The Nominating Council shall elect a Chairperson who shall preside at its meetings and be its executive official. The Executive Vice President of the League shall act as its Secretary and shall keep and be custodian of its minutes and records, which shall be confidential. The proceedings of the Nominating Council shall be conducted in accordance with the Rules of Procedure promulgated by the Board of Governors and such further rules as shall be adopted by a majority vote of the Council not in conflict therewith. At its organizational meeting, by a majority vote of its entire membership, it shall adopt and publish the rules of procedure by which it shall be governed. It may transact business and balloting by mail. It shall provide reasonable opportunity for members of the League to present his or her declaration of candidacy or recommendations of prospective candidates. Hearings for this purpose shall be held at the Fall general meeting of the Eastern District and at the annual meeting of the Midwest District and at such other suitable times and places. The Nominating Council shall not incur expenses without prior approval of the Board of Governors.

F. TERM: The Nominating Council shall function from its organization until after the election at the ensuing Annual Convention of the League.

SECTION 2. NOMINATING REPORT. The Nominating Council after conducting its business shall prepare a report which report shall be delivered to the Annual Convention. The report of the Nominating Council shall set forth the names of all candidates that have been nominated by the council. In its report, the Council shall submit the name of the President-Elect for President and the names of one or more candidates for each elective office. The name of each attorney member of the Board of Governors who is completing a three year term and who has consented shall be included as a candidate for President-Elect, along with the name of any other person nominated for that position.

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

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

C. CERTIFICATION TO THE EXECUTIVE VICE PRESIDENT. The nominating report of the Nominating Council certifying the names of those candidates whose names are to be placed in nomination shall be delivered to the Executive Vice President of the League no later than seventy-five (75) days prior to the first business day of the ensuing Annual Convention.

D. PUBLICATION: The report of the Nominating Council shall be published in an Official Publication of the League prior to the ensuing Annual Convention, a copy of which shall have been mailed to all members of the League. The publication of the report may include a picture and a brief biographical sketch of the candidate.

SECTION 3. NOMINATION OF CANDIDATES: The names of all candidates for office shall be placed in nomination in accordance with the provision of this section at such session of the Convention as the Board of Governors shall have designated in the Convention Program. At that session, there may also be placed in nomination the name of any other candidate (except for the office of the President when the Nominating Council has certified the names of the President-Elect for that office) who has qualified in accordance with the provisions of this section.

A. NOMINATIONS BY COUNCIL: All candidates named in the report of nominations of the Nominating Council shall be placed in nomination.

(1) **NOMINATION BY PETITION:** A nominating petition (which may be in parts) in behalf of the candidate signed by at least twenty-five (25) members of the League in good standing which shall have been received and filed with the Executive Vice President of the League no later than sixty (60) days prior to the first business day of the ensuing Annual Convention.

(2) **NOMINATIONS FROM FLOOR:** If there is a ballot vacancy and no candidate for an office because of the death, incapacity or resignation of the candidate or candidates, the Board of Governors shall declare that nominations for such office are open and the names of candidates for such office shall be placed in nomination in writing from the floor at such business session. Written consent of the candidate must be attached to the nominating form.

B. NOMINATING SPEECHES: Nominating speeches in behalf of candidates shall be governed by Rules of Order adopted at the Annual Convention, but equal time shall be allotted to candidates for the same office regardless of whether nominated by the Nominating Council or from the floor.

C. PUBLICATION OF NOMINATION PROCEDURE: The provisions of this Section three (3) shall be printed annually in full in a conspicuous place in the January issue of an Official Publication of the League.

Article XIX VOTING AND ELECTIONS

SECTION 1. Committee on Elections: The President shall appoint a Committee on Elections of not less than three (3) or more than twelve (12) members who shall be designated as election officials. No member of the Committee shall hold national office or be a candidate for national office. The Committee shall supervise and conduct all elections and the voting on any other matters.

SECTION 2. Ballot: The ballot for the election of candidates at the Annual Convention shall be substantially in the following form. The names of all candidates for each office shall be in alphabetical order without distinguishing whether a candidate was nominated by the Nominating Council or by petition. The form of the ballot for all other questions shall be determined by the Executive Vice President. All ballots shall be marked or stamped to identify it as an official ballot.

COMMERCIAL LAW LEAGUE OF AMERICA

Ballot for Election of Officers and Members of the Board of Governors:

President (Names of Candidates)

President-Elect (Names of Candidates)
Treasurer (Names of Candidates)
Recording Secretary (Names of Candidates)
Agency Member of the Board of Governors (Names of Candidates)

(In the years when there is no agency member vacancy on the Board of Governors, this office shall be omitted from the ballot.)

Law List Member of the Board of Governors (Names of Candidates)
(In the years when there is no law list member vacancy on the Board of Governors, this office shall be omitted from the ballot.)

Attorney Members of the Board of Governors (Name of Candidate)
You must vote for two candidates for the Board of Governors in the category designated "Attorney Members" or your ballot will not be counted for that office. For all other offices only vote for one candidate.

SECTION 3. METHOD OF VOTING:

A. AT BUSINESS MEETING: At all business meetings, voting shall be by voice vote unless at any time prior to the call for a vote, a written request for a written ballot signed in one or more parts by at least twenty-five (25) members in good standing and in attendance at the Convention is presented to the President or Executive Vice President in which case the vote shall be by written ballot.

B. FOR CONSTITUTIONAL AMENDMENTS: Notwithstanding the provisions of Section 3, Paragraph A of this Article, the voting for Constitutional amendments shall be by written ballot.

C. FOR CANDIDATES: The election of candidates for office shall be by written ballot. In any case where there is only one candidate nominated for an office, the rules for election to that office may be suspended by a vote of a majority of those present at a business meeting in which case the election of the candidate to that office may be made by voice vote.

D. VOTING BETWEEN MEETINGS: Any question submitted to the membership for a vote between meetings pursuant to Article V, Section 2, Paragraph C, shall be by written ballot.

SECTION 4. ELIGIBILITY: To be eligible to vote a member must be in good standing at the time the ballot is cast and, except if voting by absentee ballot, both registered and be personally present at the Convention to cast the vote. The following shall be eligible to cast an absentee ballot.

A. Convention Registrant Absentee Ballots. A member in good standing who is registered and is in attendance at the Annual Convention, but who at the time the vote for any ballot questions or elections is to be cast will have permanently left the Convention, may vote by absentee ballot.

B. Other Absentee Ballots. To be eligible to vote by absentee ballot for election of officers or members of the Board of Governors, other than as provided in Subsection A above, a member, prior to the Annual Convention for which the absentee ballot is being requested, must be in good standing and have registered for at least three meetings held during the thirty-seven (37) month

period immediately preceding the Annual Convention for which the absentee ballot is being requested, as follows:

1. An Annual Convention, and
2. A Fall General Meeting of the Eastern District or a Midwest District annual meeting, and
3. Any other qualifying meeting. A qualifying meeting is defined as a Fall General Meeting of the Eastern District, an Annual District Meeting of any other District, or an Annual Convention, excluding the two meetings used to satisfy the requirements of Subsections (1) and (2).

SECTION 5.VOTING PROCEDURE: Voting for all purposes shall conform to the following procedure.

A. **POLLS:** The Executive Vice President shall designate the location of the polling place. The polling place shall open at hours designated by the President but in no event shall the polls for the election of candidates be open for less than three (3) hours nor later than one o'clock on the afternoon of the day of the election.

B. **TABULATING THE VOTES:** Upon the closing of the polls at the designated hour, the ballot box shall be promptly turned over to the Committee on Elections which shall in the presence of the Executive Vice President or designee, immediately count the ballots cast. Absentee ballots shall be removed from the inner envelope at the time that the ballots are counted. A ballot for the election of a candidate to the position of an attorney member of the Board of Governors shall not be counted for that position unless the member casting the ballot has voted for the required number of candidates to be elected to that position. A ballot cast for any candidate shall not be counted for that candidate if the candidate is not a candidate on the day of the election. Any ballot not properly identified or marked as an official ballot shall not be counted.

C. **TIE VOTE:** In the event of a tie vote for any elected office or position, the outgoing President or presiding officer shall forthwith convene a special meeting of the outgoing Board of Governors who are present. That Board of Governors shall then by written ballot vote to break the tie. Any member of that Board of Governors personally interested as a candidate shall abstain from voting.

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

SECTION 6: CERTIFYING RESULTS: At the conclusion of the balloting, the results shall be certified by the Chairperson of the Election Committee to the President or presiding officer and to the Executive Vice President.

A. **ELECTION OF CANDIDATES:** Each candidate receiving a majority of the votes for the office or position for which the member was a candidate shall be declared to be elected. For the position of attorney member of the Board of Governors, the two candidates receiving the greatest number of votes shall be declared to be elected. If unopposed, the President-Elect having been duly elected at the last preceding Convention shall be declared elected as President.

B. BALLOT QUESTIONS: All ballot questions including Constitutional amendments which receive an affirmative vote in the percentage required by this Constitution shall be certified as having passed.

**Article XX
FISCAL YEAR**

SECTION 1. The fiscal year of the League shall commence on the first day of June.

**Article XXI
RESTRICTIONS ON USE OF MEMBERSHIP DESIGNATION**

SECTION 1. LAYPERSONS: No lay member of the Commercial Law League of America shall use, authorize or permit the use of the designation "Member of the Commercial Law League of America" or other words, initials or symbols indicating such membership, in connection with or upon any stationery, business card, or public relations, advertising or other similar materials; but this shall not prevent an agency holding a Certificate of Compliance issued by the League from indicating that it is a member of the Commercial Collection Agency Section of the League and holds such a Certificate; nor shall anything set forth in this section prevent the Commercial Collection Agency Section from engaging in institutional advertising on behalf of its membership for the purpose of educating the public—provided that the form and content of such advertising shall always be subject to the prior approval of the Board of Governors. Violation of this restriction shall be grounds for termination of membership. Upon receipt of written notice of a violation, the Executive Vice President shall send a written notice to the alleged violator demanding that the member immediately cease the unauthorized use. The notice shall require a written reply within 30 days of the date of the notice confirming the member's cessation of the violation. At the expiration of said 30 days, if no response is received or if the member refuses to confirm compliance with the request, the Executive Vice President shall refer the matter to the Committee on Arbitration, Grievances and Objections to Membership. Within 30 days of referral of the matter from the Executive Vice President, the Committee on Arbitration, Grievances and Objections to Membership shall hold a hearing. The Committee shall provide at least ten days written notice to the member of the date, time and place of the hearing. The hearing may be held in person or by telephone conference call. The Committee shall determine whether the member has been properly notified of the violation and has failed to respond, failed to confirm cessation of the unauthorized use, or failed to actually cease the violation. Upon a finding by the Committee that the member has failed to respond, failed to confirm cessation of the unauthorized use or failed to actually cease the violation, his or her membership in the Commercial Law League of America shall be immediately terminated.

SECTION 2. LAWYERS: No lawyer member of the League shall make use of the designation "Member of the Commercial Law League of America" or other words, initials or symbols indicating such membership in any manner which will violate the Code of Professional Responsibility of the American Bar Association or similar Code of Conduct in force in the state or locality having jurisdiction.

**Article XXII
AMENDMENTS TO THE CONSTITUTION**

SECTION 1. This Constitution may be amended at any Convention of the League by vote of two-thirds of the eligible members present and voting thereon, provided that a copy of the said proposed amendment shall be filed in the office of the Executive Vice President of the League at least seventy (70) days before the first business day of the Convention

SECTION 2. AMENDMENT TO BE PRESENTED IN FINAL FORM: No proposed amendments to the Constitution shall be received or considered whether in the report of a Committee or otherwise unless the entire Article sought to be amended is presented at the same time, showing the Article as it will read if the amendment be adopted.

SECTION 3. PUBLICATION OF AMENDMENT: The Executive Vice President shall cause any amendment required to be voted on to be published in the last edition of the Official Publication of the League published prior to the Annual Convention where the amendment is to be voted on. The Board of Governors may by two-thirds vote, authorize the submission of a proposed amendment to the Constitution without it having been first published in an Official Publication.

SECTION 4. CONFLICTING AMENDMENTS: A. DEFINITION: If two (2) or more proposed amendments purport to amend the same section of the same Article of the Constitution, there shall be a presumption that the amendments are conflicting. Any presumptively conflicting proposed amendments to the Constitution which if adopted, could not simultaneously be implemented, shall by definition be referred to as “actually” conflicting amendments.

B. CONFERENCE COMMITTEE: If two (2) or more presumptively conflicting amendments are submitted to be voted on, or if the Executive Vice President should find that any other proposed amendments may conflict with one another, the President shall create a special committee referred to as the Conference Committee consisting of a single proponent of each amendment, the Executive Vice President and two attorney members of the Board of Governors. The primary purpose of the Committee shall be to study the proposed amendments to determine (a) that there is no conflict, (b) that there is no conflict but if two (2) or more of the amendments were to be adopted, it would be necessary to reconcile and integrate the language of the amendments or (c) that there is an actual conflict as defined herein. If the Committee determines there is no conflict, no further action will be taken. If the Committee determines that reconciliation and integration may be required, the Committee shall attempt to obtain the consent of the proponents to modify or combine the amendments into a single or multiple amendment which if adopted, would not require reconciliation or integration. The Committee shall meet and report to the Board of Governors no later than fifty-five (55) days before the first business day of the convention as to its findings.

C. VOTING ON PRESUMPTIVELY CONFLICTING AMENDMENTS: 1. If the Conference Committee determines that there are two (2) or more amendments which are not actually conflicting but would require integration if adopted, and the proponents do not consent to combining or modifying their amendments, then all of the proposed amendments shall be voted upon. If two (2) or more of the amendments receive the requisite vote for adoption, then such amendments shall be adopted. The Conference Committee shall meet immediately after the election to consider the substantive terms of the amendments and to determine the wording of the applicable section of the Constitution resulting from adoption of the amendments. The Committee shall report its recommendation to the Board of Governors for acceptance or modification at the next Board meeting. 2. If the Conference Committee determines that there are two (2) or more amendments which are actually conflicting and the proponents have not consented to modifying or withdrawing their amendments so that there is no actual conflict, then all of the actually conflicting amendments shall be voted upon. If two (2) or more of the actually conflicting amendments receive

the requisite vote for adoption, then notwithstanding any provision to the contrary, a runoff election shall be held. The actually conflicting amendment receiving more than fifty (50) percent of the votes cast in the runoff election shall be certified as having passed and the Constitution shall be so amended.

SECTION 5. WITHDRAWAL OF AMENDMENT. The proponent of any proposed amendment may make a motion for the withdrawal of the proposed amendment. Upon an affirmative vote by two-thirds of those members present and voting, the proposed amendment shall be considered withdrawn.

ARTICLE XXIII BY-LAWS

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

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

SECTION 3. METHOD OF VOTING: The vote on a proposed by-law or amendment shall be by voice vote unless at any time prior to the call for a vote, a written request for a written ballot signed in one or more parts by at least twenty-five (25) members in good standing and registered for the meeting is presented to the President or Executive Vice President, in which case the vote shall be by written ballot. Article V Section 2C of this Constitution shall be applicable to this Article XXIII.

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

SECTION 5. SUBMISSION: FORM AND COSTS: Any proposed by-law or amendment will not be considered or voted on unless it has been filed in the office of the Executive Vice President at least 70 days prior to the first scheduled meeting of the Board of Governors at the League meeting at which the by-law or amendment will be voted on unless the Board of Governors has provided for notice other than by publication as set forth in Section 4 of this Article XXIII. No proposed by-law or amendment shall be considered or voted on unless the entire article or the proposed by-law or amendment is presented at the same time, showing the Article of the by-law as it will read if adopted or amended. If a by-law or amendment is proposed by any party or person other than the Board of Governors, the proponent shall be responsible for the costs associated with providing notice as set forth in Section 4 of this Article.