

BYLAWS of the-
AMERICAN BAR ENDOWMENT

ARTICLE I
Members

Section 1. The members of the Endowment shall be the persons who from time to time constitute the members in good standing of the American Bar Association. The Board of Directors may from time to time establish such other class or classes of members of the Endowment comprised of other persons deemed by the Board to have an appropriate relationship with the American Bar Association. In so acting, the Board shall prescribe the privileges thereof and shall retain the authority to discontinue any such class of members at any time.

Section 2. The annual meeting of the members, for the election of Directors and the transaction of such other business as may come before the meeting, shall be held during and in the same city as the annual meeting of the American Bar Association (ABA). Notice of the day, time, and place of the annual meeting of the members and the slate of nominees for election as Directors shall be published digitally in the American Bar Association ABA Journal for so long as the Journal exists in such format, posted on the website of the American Bar Endowment and, to the extent reasonably possible, transmitted by electronic means (including email or facsimile) to all members in good standing not less than five or more than sixty days before the date of the meeting.

Section 3. Special meetings of the members may be held at such time and place within or without the state of incorporation as the President or the Board of Directors may from time to time determine. Notice of the day, time, and place of any such special meeting ~~and the purpose or purposes~~ for which the meeting is called shall be published digitally in the American Bar Association ABA Journal for so long as the Journal exists in such format, posted on the website of the American Bar Endowment and, to the extent reasonably possible, transmitted by electronic means (including email or facsimile) to all members in good standing not less than five nor more than sixty days before the date of the meeting.

Section 4. Fifty members shall constitute a quorum at any meeting. Voting by proxy shall not be permitted. Members must be present to vote; participation by conference telephone or other communication equipment shall not constitute attendance and will not be permitted.

Section 5. Any member who desires to bring an action or a resolution before the membership must first give written notice thereof to the Secretary. The Secretary shall provide the member with the form of a petition which must set forth the proposed action or resolution, be signed by fifty members of the Endowment, and be served upon the Secretary at least one hundred eighty days prior to the meeting of members at which the action or resolution is to be presented. The Secretary shall promptly transmit any such petition to the Board of Directors.

Section 6. No action shall be taken by the members except at the annual meeting or a duly called special meeting.

ARTICLE II Directors

Section 1. The affairs of the Endowment shall be managed by a Board of fourteen Directors as follows: ten Directors elected by the members; two Directors appointed by the Board of Governors of the American Bar Association; and two *ex officio* Directors with full voting rights selected by the ABA President from among the ABA officers for the duration of their terms as ABA officers. The terms of all Directors shall commence upon the adjournment of the annual meeting of the American Bar Association during which they are elected or appointed and continue until their successors shall have been elected and qualified. Directors elected by the members shall serve staggered five-year terms, unless they are elected to fill an unexpired term and . ~~No Director may not serve for more than (a) two terms or (b) ten years. with the exception that any Director in office and currently in line to serve as President at the time these amended bylaws are adopted will be able to be elected and serve through the end of his or her term as President. To create a staggered rotation of Directors, two member-elected Directors shall be elected each year to five year terms by the members. The Directors in office at the time these amended bylaws are adopted will remain in office for their current terms and the Board shall implement a schedule for rotation off the Board to maintain the staggered election schedule. ABA appointed Directors shall be appointed to five year terms and may serve a total of two terms or ten years. To create a staggered rotation, the ABA Board of Governors and President will initially appoint two Directors, one to a four year term and one to a five year term.~~ To be eligible to serve as a Director, a person must be a member of the Endowment.

Section 2. ~~A majority of the whole Board of Directors shall constitute a quorum...~~A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of at least a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Illinois General Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 3. If any vacancy occurs among the elected Directors, the remaining Directors by majority vote shall elect an eligible person to fill such vacancy until the next meeting of members, at which meeting the members shall elect an eligible person for the remainder of the term in respect of which the vacancy occurred. If any vacancy occurs among the appointed Directors, the person or entity responsible for the appointment will appoint an eligible person to fill the vacancy for the remainder of the term.

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Section 4. One regular meeting of the Board of Directors shall be held each year following the adjournment of the annual meeting of the members. Additional regular meetings may be established by the Board. Special meetings may be held upon the call of the President, the Vice President, or any three Directors. Notice of the time and place of each meeting of the Board shall be sent by mail or by electronic means to each Director not less than five days before such meeting is to be held. Any Director may waive notice of any meeting. Any meeting, however called, for which there is a Waiver of Notice signed by all of the Directors, shall be deemed a valid meeting. Any action which is required to be taken or which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors.

Section 5. The Board of Directors shall have an Executive Committee, consisting of the President, Vice President, Treasurer and Secretary of the Endowment, which except as may otherwise be provided in the Illinois General Not for Profit Corporation Act, shall have and exercise the authority of the Board in the management of the Endowment during intervals between meetings of the Board. The minutes of all proceedings of the Executive Committee shall be recorded in writing by the Secretary and shall be promptly served upon all Directors.

Section 6. The Nominating Committee shall consist of four members serving for annual terms ending at the conclusion of the ABE Annual meeting of members, two appointed by the Board of Directors of the ABE and two appointed by the Board of Governors of the ABA, one of whom will be the Chair of the House of Delegates of the American Bar Association. The Nominating Committee will identify potential candidates to serve as elected Directors and submit those names to the ABE members, subject to the prior approval of the Board of Governors of the ABA and the Board of Directors of the ABE. If the Board of Governors and the ABE Board of Directors do not approve the recommended candidates, the Nominating Committee will identify and propose different candidates. If the Board of Governors and the ABE Board of Directors still do not approve the Nominating Committee's recommendation, the Board of Governors and the ABE Board of Directors each shall identify and submit to the ABE members the names of potential candidates for election.

~~Section 7. Other committees may be established by resolution, members of each committee shall be appointed by the President. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Endowment shall be served by such removal.~~

Section 7. The Board of Directors may, by resolution adopted by a majority of the total number of Directors in office, designate one or more additional committees and may appoint the members and a chair thereof. Notwithstanding the foregoing, the President shall nominate the chairs and members of each committee and shall submit such nominations to the Board of Directors for its approval or rejection; only chairs and committee members ultimately approved by the Board of Directors shall so serve.

ARTICLE III Officers

Section 1. The principal officers of the Endowment shall consist of a President, a Vice President, a Secretary, and a Treasurer, ~~where each of whom~~ shall be elected ~~annually~~ by the Board of Directors ~~and from among its members and each of whom~~ shall hold office for the term of one year, such term commencing upon the adjournment of the annual meeting ~~of the American Bar Association~~ during which they are elected and continuing until their successors shall have been elected and qualified. ~~Officers shall be nominated according to a protocol established by the Board of Directors. Only~~ In addition, the Board of Directors may ~~be elected~~ appoint a Chief Executive Officer, a Chief Operating Officer, and such additional corporate officers as it may deem necessary or appropriate from time to time (each a "Corporate Officer"). Corporate Officers need not be members of the Board of Directors. Unless otherwise determined by the Board, Corporate Officers shall ~~serve as officers, at the pleasure of the Board, as employees of the Endowment with such duties and responsibilities as the Board may from time to time determine. All officers authorized to sign checks or withdraw funds shall furnish a fiduciary bond in such amount as the Board may determine at the expense of the Endowment.~~

Section 2. The duties of such officers shall be such as usually attach to such offices, and in addition thereto, such further duties as shall be designated from time to time by the Board of Directors.

- Section 3. The Board of Directors may appoint assistants to the officers who may but need not be Directors but who shall serve at the pleasure of the Board and whose duties shall be designated from time to time by the officer being assisted or by the Board.

ARTICLE IV

Contracts, Checks, Deposits, Gifts, ~~Donations~~ and ~~Requests~~ Investments

~~Section 1. Gifts, donations and bequests may be given directly to the Endowment with directions that the principal or the income therefrom shall be used for certain specified purposes, or the principal of such gift, donation or bequest may be given to some other person, corporation or trustee with instructions that the income therefrom shall either be paid to the Endowment or disbursed in accordance with the instructions of the Board of Directors of the Endowment, provided, however, that the uses and purposes of all such gifts, donations and bequests, either of income or principal, shall be in accord with the purposes specified in the Articles of Incorporation.~~

~~Section 2. Unless some special purpose accompanies such gift, donation or bequest, the Board of Directors of the Endowment may disburse the income for the purpose specified in the Articles of Incorporation.~~

~~Section 3. Unless prohibited by the terms of the gift, donation or bequest, the Endowment may by vote of four fifths of the Directors then in office expend the principal of any gift, donation or bequests, for any or all of the purposes specified in the Articles of Incorporation.~~

~~Section 4. The Board of Directors shall have the authority and power to establish a charitable gift fund within the Endowment as a means for members to make lifetime testamentary contributions to be used for charitable purposes in accord with the purposes of the Endowment specified in its Articles of Incorporation. The Board of Directors, in its discretion, may establish by resolution from time to time the terms and provisions for the organization and operation of the charitable gift fund. Notwithstanding Sections 2 and 3 of this Article IV, the income and principal of gifts, donations and bequests to such a charitable gift fund of the Endowment may be expended or disbursed by conditions established from time to time by the Board of Directors for such charitable gift fund. If such a charitable gift fund is created, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds from the charitable gift fund for any specified charitable purposes or to any specified organization if in the sole judgment of the Board of Directors (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served by the specified purpose or organization, and the Board of Directors shall have the power to transfer the assets of such charitable gift fund to a separate charitable trust or nonprofit corporation if, in its sole discretion, it determines such action to be in the best interests of the Endowment. The Board of Directors shall have the power to replace any participating trustee, custodian or agent of the charitable gift fund for any reason, including but not limited to a breach of fiduciary duty under the laws of the State of Illinois or a failure to produce a reasonable return of net income over a reasonable period of time, as determined by the Board of Directors in accordance with applicable Treasury Regulations.~~

Section 1. The Board of Directors may authorize any officer or officers or agent or agents of the Endowment, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Endowment, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the Endowment and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made to any officer or Director of the Endowment.

Section 3. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Endowment shall be signed by such officer or officers or agent or agents of the Endowment and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Endowment shall be deposited from time to time to the credit of the Endowment in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

Section 5. The Board of Directors may accept or reject, or by resolution may authorize any officer or officers or agent or agents of the Endowment to accept or reject, on behalf of the Endowment, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Endowment.

Section 6. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Endowment, and may retain any or all of the assets transferred to the Endowment by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Endowment as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the Endowment to lose its qualification as an organization exempt from federal income taxation under Internal Code Section 501(c)(3).

ARTICLE V

Staff and Agents

Section 1. The Board of Directors in behalf of the Endowment may employ a staff to assist it in implementing its management of the affairs of the Endowment, and may retain the services of one or more agents to provide such additional services as the Board deems necessary or convenient in further implementation thereof, including, without limitation, the carrying on of its investment program, the purchase and sale of securities and investments, the custody of all securities and investments, and the auditing of the Endowment's accounts and records.

ARTICLE VI

Books of Account

Section 1. All books and records of the Endowment may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. The books of account shall be audited annually by Certified Public Accountants selected from time to time by the Board of Directors.

ARTICLE VII Fiscal Year

Section 1. The fiscal year of the Endowment shall begin on the first day of July in each year and end on the last day of June in the succeeding year.

ARTICLE VIII Indemnification

Section 1. The Directors, officers, employees and agents of the Endowment shall be indemnified by the Endowment to the fullest extent permitted by the Illinois General Not for Profit Corporation Act and Internal Revenue Code, without limitation upon any other right to indemnification to which any of them may otherwise be entitled, and the Board of Directors may authorize the purchase of insurance by the Endowment in behalf of any such Directors, officers, employees or agents against any liability asserted against any one or more of them in such capacity or ~~arising from~~ arising from his, her or their status as such whether or not the Endowment would have the power to indemnify him or them against such liability under the provisions of the Act.

ARTICLE IX Amendments to Bylaws

Section 1. These Bylaws may be amended by a majority vote of the members present at any annual or special meeting of the members at which a quorum is present, provided notice of intention to amend and the substance of ~~the proposed~~ the proposed amendment is included in the notice of the meeting given in accordance with Article I, Section 2 or Section 3 (as applicable) not less than five nor more than forty days before any such meeting.

Section 2. No amendment shall alter substantially the general objects set forth in the Articles of Incorporation.

Approved	August 25, 1958
Amended	August 8, 1966
Amended	August 12, 1970
Amended	August 8, 1977
Amended	August 6, 1984
Amended	August 8, 1987
Amended	August 5, 1997
Amended	July 10, 2000
Amended	August 13, 2007
Amended	August 11, 2008
Amended	August 8, 2016
Amended	August 14, 2017
<u>PROPOSED</u>	<u>August 3, 2026</u>