

As amended 9/13//2024

**AMENDED AND RESTATED BYLAWS OF THE
CONFERENCE ON CONSUMER FINANCE LAW**

ARTICLE I

Objects and Purposes

The corporation shall be named the Conference on Consumer Finance Law (“Conference”). In addition to the purposes stated in its Articles of Incorporation, the objects of the Conference are to encourage study and research in the field of consumer finance law; to make available information on the history, changes, and current status of the laws and regulations relating to consumer finance; to promote through education the sound development of consumer finance; to afford a forum at which interested lawyers may meet and exchange opinions; and to hold meetings in conjunction with meetings of the American Bar Association or separate Conference meetings.

ARTICLE II

General Matters

Section 2-1 Use of Receipts, Dissolution

The Conference is a business league organized exclusively for purposes that qualify for exempt organizations under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Conference shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Objects and Purposes clause hereof. Notwithstanding any other provision of these Bylaws, the Conference shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Conference, its assets shall be distributed: (1) for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (2) to the federal government or to a state or local government for a public purpose; or (3) to an educational institution for an educational purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Conference is then located, exclusively for such purposes or

to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2-2 Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31.

Section 2-3 Prohibited Activities

Nothing herein shall authorize the Conference, directly or indirectly, to engage in or include among its purposes any activities prohibited by the Illinois General Not For Profit Corporation Act of 1986, or any future corresponding statute.

ARTICLE III

Members

Section 3-1 Classes of Members

The Conference shall have two classes of members. Non-voting members shall be designated as Members. Voting members shall be designated as Governing Committee Members.

Section 3-2 Members

Any lawyer who is interested in the objects and work of the Conference may become a Member upon application in writing to the Conference and payment of one year's dues. The amount of annual dues for Members shall be established by the Governing Committee from time to time and shall be payable by the Member for each succeeding year on the anniversary date of the Member's admission to membership in the Conference. Payment of dues shall entitle the Member to receive a one-year subscription to the Consumer Finance Law Quarterly Report ("Quarterly Report") published by the Conference and such other benefits as the Governing Committee may confer upon Members.

Section 3-3 Governing Committee Members

Any lawyer who is interested in the objects and work of the Conference may be elected as a Governing Committee Member at any regular meeting of the Conference's Governing Committee heretofore established upon nomination by a member of the Governing Committee and approval by a majority of the Governing Committee Members present at the meeting. The nomination standards and qualification criteria for a Governing Committee Member and amount of annual dues for Governing Committee Members shall be established by the Governing Committee from time to time and such dues shall be payable by such Members for each succeeding year on the anniversary date of each such Member's admission to membership in the Governing Committee. Payment of dues shall entitle Governing Committee Members to receive

a one-year subscription to the Quarterly Report and such other benefits as the Governing Committee may confer upon such Members.

Section 3-4 Termination of Membership

Members and Governing Committee Members may be removed from membership in the Conference by action of the Executive Committee if they fail to pay annual dues within six months after such dues are invoiced to them. Members and Governing Committee Members may be reinstated to membership in the Conference by action of the Executive Committee upon payment of any arrearage.

Section 3-5 Emeritus Members

Governing Committee Members may be recognized as Emeritus Members of the Governing Committee by action of the Executive Committee by reason of their past services to the Conference or for other good and sufficient reasons. Emeritus Members shall be exempt from payment of annual dues and shall be entitled to receive a subscription to the Quarterly Report and such other benefits as the Governing Committee may confer upon such Members.

ARTICLE IV

Governing Committee

Section 4-1 General Powers

The affairs of the Conference shall be managed by the Governing Committee heretofore established, including any Governing Committee Members added to the Governing Committee, or under its direction.

Section 4-2 Regular Meetings

The Governing Committee shall have at least two meetings each year. One meeting may be held in conjunction with a meeting of the American Bar Association or other separate Conference meeting and shall be designated as the Annual Meeting of the Governing Committee. The officers of the Conference shall be elected at the Annual Meeting. The second meeting may be a separate Committee meeting, or it may be held in conjunction with a meeting of the American Bar Association if feasible, but the date and place of the meeting may be changed by action of the Executive Committee if it is not feasible to do so. At each regular meeting, the Governing Committee shall transact such business of the Conference as may come before it.

Section 4-3 Special Meetings

Special meetings of the Governing Committee may be called by the Chairman or upon the written request of twenty-five percent (25%) of the Governing Committee Members, notice of which request shall be sent to the Executive Director, the Secretary and the Chairman.

Section 4-4 Notice of Meetings

Notice of any regular meeting of the Governing Committee shall be delivered or sent by or at the direction of the Secretary to each Governing Committee Member at the physical or electronic mailing (email) address as shown in the records of the Conference at least five (5) days before the day on which the meeting is to be held. Notice of any special meeting of the Governing Committee shall be delivered or sent at least twenty (20) days prior to the meeting.

Neither the business to be transacted at, nor the purpose of, any meeting of the Governing Committee need be specified in the notice of such meeting, except that a copy or description of any proposed amendments to these Bylaws must be included with the notice.

Section 4-5 Quorum

Ten percent (10%) of the Governing Committee Members shall be a quorum for the transaction of business at a regular meeting of the Governing Committee. Twenty-five percent (25%) of the Governing Committee Members shall be a quorum for the transaction of business at a special meeting of the Governing Committee. The act of the majority of the Governing Committee Members present at a meeting at which a quorum is present shall be the act of the Conference, except where otherwise provided by law or by these Bylaws.

Section 4-6 Voting

Voting at any regular or special meeting of the Governing Committee may be by ballot or by any other manner of voting chosen by a majority of the Governing Committee Members present at the meeting. Governing Committee Members may participate in a meeting by means of a conference telephone or other communications system allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. No voting by proxy shall be allowed.

ARTICLE V

Committees

Section 5-1 Standing Committees

The Standing Committees of the Conference will be: (A) the Executive Committee; and (B) the Nominating Committee. With the exception of the Executive Committee, members of the Standing Committees will be appointed by the Chairman for a term of one (1) year, or until their respective successors are appointed. Any member of a Standing Committee may be removed by the Chairman with the approval of the Executive Committee. Any vacancy on a Standing Committee will be filled in the same manner as the original appointment.

A. *Executive Committee:*

The composition, selection and duties of the Executive Committee are defined in Section 6-1 below.

B. *Nominating Committee:*

The Chairman will appoint a Nominating Committee and designate the Vice President – Membership to serve as its Chair. The size and membership of the Nominating Committee will be determined by the Chairman subject to the requirements that all members of the Nominating Committee must be in good standing. Members of the Nominating Committee will serve for a term of one (1) year, but any such member may be reappointed by the Chairman for successive one (1) year terms. The Nominating Committee will initially develop Governing Committee member nomination standards and qualification criteria and submit the nomination standards and criteria to the Governing Committee for approval. The Nominating Committee will review submitted nominations to ensure the nominee meets approved nomination standards and qualification criteria. The Nominating Committee will meet at least twice a year and make its nomination recommendations for new Governing Committee members to the Governing Committee at its meetings.

Section 5-2 Other Committees

The Chairman, or a majority of the Governing Committee, may authorize and appoint members to other committees from time to time as the need arises. The Chairman will serve as an ex-officio member of all committees.

ARTICLE VI

Officers

Section 6-1 Officers

The officers of the Conference shall be a Chairman, a President, a Vice President-Programs, a Vice President-Meetings, a Vice-President-Publications, a Vice-President-Marketing, a Vice-President-Membership, a Secretary, a Treasurer, and such other officers as may be elected to other offices created by the Governing Committee. The officers of the Conference shall constitute the Executive Committee of the Governing Committee. The Executive Committee shall exercise the powers and functions of the Governing Committee between its meetings. The Chairman, the President, the Vice Presidents, the Treasurer, and the Secretary shall constitute the board of directors of the Conference for purposes of the Illinois General Not For Profit Corporation Act of 1986, or any corresponding future statute.

Section 6-2 Election and Terms of Office

The officers shall be elected and take office at the Annual Meeting for terms of three (3) years, beginning with the Annual Meeting that was held in August 2012. Vacancies may be filled for the unexpired portion of an officer's term or new offices created and filled at any regular meeting of the Governing Committee. The President shall automatically succeed the Chairman upon the

expiration of the Chairman's term or upon resignation or removal from office. There shall be no automatic succession among the other officers.

Section 6-3 Chairman

The Chairman as principal officer shall manage the business and affairs of the Conference subject to the policies and direction of the Governing Committee. The Chairman shall serve at the pleasure of the Governing Committee and shall be accountable to it. The Chairman shall preside at all meetings of the Governing Committee and the Executive Committee, may execute contracts or other instruments on behalf of the Conference, or may authorize other officers or the Executive Director to do so.

Section 6-4 President

The President shall preside in the absence of the Chairman at meetings of the Governing Committee and the Executive Committee, shall assist the Chairman in the execution of the Chairman's duties, and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-5 Vice President-Programs

The Vice President-Programs shall arrange for the annual Fisher Program and any other programs presented by the Conference, and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-6 Vice President-Meetings

The Vice President-Meetings shall coordinate the meetings of the Governing Committee with the American Bar Association, or separate Committee meeting and make all other necessary arrangements for meetings and activities of the Governing Committee, and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-7 Vice President-Publications

The Vice President-Publications shall be responsible for any issues related to the Quarterly Report, including serving as a liaison between the Governing Committee and the Editors of the Quarterly Report, conferencing with members of the Governing Committee regarding the preparation and submission of articles for publication in the Quarterly Report, and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-8 Vice President-Marketing

The Vice President-Marketing shall serve as the lead contact on the Executive Committee for publicizing upcoming events of the CCFL, and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-9 Vice President-Membership

The Vice President-Marketing shall take nominations for new Governing Committee members, preside as Chair of the Nominating Committee meetings, review the nomination standards and qualification criteria for Governing Committee members and make recommended changes to the Governing Committee on same and shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-10 Secretary

Minutes of the meetings of the Governing Committee shall be kept by or under the supervision of the Secretary. The Secretary shall also perform such other duties as may be prescribed by the Governing Committee.

Section 6-11 Treasurer

The Treasurer shall be the financial officer of the Conference and shall perform such other duties as may be prescribed by the Governing Committee.

Section 6-12 Executive Director

The Executive Committee may appoint an Executive Director to serve as the administrative officer of the Conference, to assist the officers in carrying out their duties, and to perform such other duties as may be requested by the Executive Committee. The Executive Director shall be paid such compensation as is approved by the Executive Committee.

ARTICLE VII

Checks and Deposits

Section 7-1 Checks, Drafts, Etc.

All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the Conference shall be signed by such officer or officers, agent or agents of the Conference and in such manner as shall be determined by the Executive Committee.

Section 7-2 Deposits

All funds of the Conference not otherwise designated shall be deposited to the credit of the Conference in such banks, trust companies or other depositories in federally insured accounts as the Executive Committee may approve.

ARTICLE VIII

Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Governing Committee by the vote of a majority of those Governing Committee Members voting at a regular or special meeting, provided that the intention to propose amendments or revisions is clearly stated in the notice of the meeting accompanied by a copy or description of the proposed amendment.