

**AMENDED & RESTATED
BYLAWS
OF THE
CORPORATE LEGAL OPERATIONS CONSORTIUM**

**ARTICLE I
Name and Purposes**

Section 1. Name. The name of this corporation shall be the Corporate Legal Operations Consortium, Inc. (“CLOC”), an Illinois corporation. CLOC shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended from time to time (the “Act”).

Section 2. Purposes. In addition to the purposes set forth in CLOC’s Articles of Incorporation, the purposes of CLOC are to (i) advance, improve, promote, and protect the global community of experts focused on redefining the business of law; (ii) help legal operations professionals collaborate with each other and with other industry players including law firms, technology providers, and law schools; and (iii) set industry standards and practices for the profession.

Section 3. Offices. CLOC shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without Illinois and such other registered agents as the Board of Directors may from time to time determine.

Section 4. Restrictions on Operations.

(a) **Asset Distribution.** No part of the net earnings of CLOC shall inure to the benefit of, or be distributable to, its Directors, Officers, or any other member or individual, except that CLOC 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 herein.

(b) **IRC Compliance.** Notwithstanding any other provision of these Bylaws, CLOC shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (“IRC”) (or the corresponding provisions of any future United States Internal Revenue statute).

**ARTICLE II
MEMBERSHIP**

Section 1. Membership. Membership in CLOC may be granted to any individual, corporation or other entity that: (i) meets the criteria set forth below for each category of membership in CLOC; (ii) shares interest in and supports the purposes of CLOC; (iii) abides by these Bylaws, the principles of ethics of CLOC and such other rules and regulations as CLOC may adopt; and (iv) meets such additional criteria for each category of membership in CLOC as the Board of Directors may from time to time establish.

Section 2. Application. The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in CLOC. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the administrative office of CLOC. Qualified applicants will become members upon notice from CLOC and payment of dues.

Section 3. Membership Categories. The membership of CLOC shall be composed of the following categories, and such additional categories as may be established by the Board of Directors from time to time: (i) professionals employed by any type of organization to work in its in-house legal department

(“Individual Members”); (ii) professionals employed by law firms and legal service providers that do not qualify for Individual Membership (“Ecosystem Members”); (iii) professors, deans, and other educators whose primary source of employment is within academia (“Academia Member”); and (iii) full-time students with an interest in corporate legal operations (“Student Members”).

Section 4. Rights and Duties.

(a) All members are eligible to (i) serve on CLOC’s committees and task forces, and (ii) attend CLOC’s summits, institutes and other educational meetings and social functions.

(b) Only Individual and Academia Members may serve on the Board of Directors and hold an office in CLOC.

(c) No member of CLOC (except for the members of the Board of Directors acting in their capacity as Directors) shall have the right to vote, without limitation, for the election of Directors or Officers, on the amendment of CLOC’s Articles of Incorporation or Bylaws, the merger or dissolution of CLOC, or any other matter. Notwithstanding the foregoing, the Board of Directors may, in its sole discretion, present a matter to the Individual Members for a vote. In such event, each Individual Member in good standing shall have one (1) vote in such matter. Ecosystem, Student and Academia members shall have no right to vote on any matter before the Individual Members.

(d) Additional benefits associated with the various membership categories shall be determined by the Board of Directors from time to time.

Section 5. Resignation. Members may resign from CLOC at any time by giving written notice to CLOC. Such resignation shall in no way release the resigning member from any financial responsibility to CLOC for any dues, assessments or other financial commitments accrued during the term of membership or notice period and due and owing to CLOC. Withdrawing members shall not be entitled to the return of any dues, assessments or other fees paid to CLOC prior to the effective date of such withdrawal.

Section 6. Ethics and Discipline.

(a) **Grounds for Discipline.** A member may be disciplined for any of the following reasons:

- i. failure to comply with these Bylaws, the principles of ethics of CLOC, or any other rules or regulations of CLOC;
- ii. conviction of a felony or crime related to, or arising out of, their work in the legal industry or involving moral turpitude;
- iii. suspension or revocation by any state, province or country of the member's right or license to practice law;
- iv. unauthorized use of CLOC's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and
- v. immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of CLOC.

(b) **Procedures.** Discipline may include, but is not limited to, censure, suspension, probation and expulsion, shall be by a majority of the entire Board of Directors, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such

charges before action is taken by CLOC. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

(c) **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors, or its designee(s).

Section 7. Reinstatement. Members who have resigned or been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of delinquent dues or assessments; (ii) application to the Board of Directors; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

ARTICLE III Dues and Assessments

The initial dues, annual dues, and any special assessments for all members of CLOC, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors.

ARTICLE IV Membership Meetings

Section 1. Annual Meeting. An annual meeting of the Individual Members (“Annual Meeting”) for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Board of Directors. All members are invited to attend CLOC’s Annual Meeting.

Section 2. Special Meeting. A Special Meeting of the Individual Members may be called (i) by resolution of the Board of Directors, or (ii) upon written petition to the Secretary stating the purposes of the proposed meeting and signed by at least one-third (1/3) of the Individual Members entitled to participate at such meeting.

Section 3. Notice. Notice of Annual or Special Meetings of the Individual Members shall state the time, date, and place of the meeting and shall be delivered not less than ten (10) nor more than sixty (60) days prior to the date of such meeting, unless otherwise required by applicable law. Notice of any Special Meeting also shall include the purpose or purposes for which the meeting is called.

Section 4. Quorum & Manner of Acting. The presence in person or by proxy of not less than one-tenth (1/10) of the Individual Members shall constitute a quorum at any meeting of the Individual Members, provided that if less than a quorum is present, a majority of the Individual Members present may adjourn the meeting to another time without further notice. The act of a majority of the Individual Members present (in person or by proxy) at a duly called meeting of the Individual Members at which a quorum is present shall be the act of the Individual Members, unless the act of a greater number is required by law, CLOC’s Articles of Incorporation, or these Bylaws.

ARTICLE V Board of Directors

Section 1. Authority and Responsibility. The affairs of CLOC shall be managed by the Board of Directors (also referred to herein as the “Board”), which shall have supervision, control, and direction of the affairs of CLOC, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall be composed of between five (5) and nine (9) members (as determined by the Board from time to time) elected by the Board of Directors (each a “Director” and collectively, the “Directors”).

Section 3. Invited Guests. The Executive Director shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session. At the discretion of the Board of Directors, other individuals may attend and participate in the meetings of the Board but shall not be entitled to vote.

Section 4. Qualifications. Only Individual and Academia Members may serve on the Board of Directors.

Section 5. Term. Directors shall serve a three (3) year term in office, or until such time as their successors are duly elected, qualified, and take office. Directors may not serve more than three (3) consecutive terms in office. After such consecutive terms have been served, Directors shall be eligible for reelection to the Board after an absence of at least one year. Notwithstanding anything set forth herein to the contrary, Officers shall serve for the duration of their term in office. In order to provide for a staggered term, approximately one-third (1/3) of the Directors shall be elected each year. Directors shall take office at the beginning of each fiscal year. Terms shall conclude at such time as successors are duly elected, qualified, and assume their position.

Section 6. Election. The Board will annually vet, evaluate, and elect qualified candidates to serve on the Board of Directors and will announce the results of such election to the members following their election.

Section 7. Regular Meetings. The Board of Directors may provide by resolution the time, date, and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call may be delivered no less than twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Quorum & Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 10. Resignation and Removal. Any Director may resign at any time by giving written notice to the President. In addition, any member of the Board of Directors may be removed by the Board of Directors, whenever, in its judgment, the best interests of CLOC would be served by such removal. No Director shall be removed unless written notice of a meeting to remove the Director is delivered to all Directors who are entitled to vote. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Directors may be removed at such meeting.

Section 11. Vacancies. In the event of the death, resignation, removal, or incapacity of a Director, the Board of Directors shall appoint an individual to fill the remainder of such person's unexpired term in office. Any person filling the remainder of a three (3) year term in office with two (2) or fewer years remaining, shall be eligible to serve three (3) full consecutive terms in such office.

Section 12. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is unanimously approved by all of the members of the Board.

Section 13. Compensation. The Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize reasonable compensation for their services as Directors and for the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving CLOC in any other capacity and receiving reasonable compensation therefor.

ARTICLE VI Officers

Section 1. Officers. The officers of CLOC shall be a President, Vice President, Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article (collectively, the "Officers"). The Board of Directors may elect or appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors. The Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person.

Section 2. Term. Officers shall serve a two (2) year term in office. The Officers shall take office at the beginning of each fiscal year and their term shall conclude at such time as their successors are duly elected, qualified, and assume their position.

Section 3. Election. Officers shall be elected by the Board of Directors from among the members of the Board of Directors. In order to stagger the terms of the Officers, the Board of Directors will elect the President one year and the Vice President and Treasurer in alternating years. The Board will hold elections on a schedule determined by the Board and will announce the results of all elections to the members following their election.

Section 4. President. The President shall be the principal elected officer of CLOC and shall, in general, supervise all of the business affairs of CLOC, subject to the direction and control of the Board of Directors, by communicating with the Executive Director as necessary regarding the business of CLOC. The President shall be a member, without vote, of all committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice President. The Vice President shall hold the dual role and responsibilities of both Vice President and Secretary (but shall be referred to herein as the "Vice President"); provided, however, the ministerial duties of the Secretary may be assigned by the Board of Directors, in whole or in part, to the Executive Director, or their designee(s). The Vice President shall assist the President in the discharge of the duties of the President as the President may direct; shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of CLOC's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the offices of Vice President and Secretary and such other duties as may be assigned from time to time by the President or by the Board

of Directors. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of CLOC and shall have charge of and be responsible for the maintenance of adequate books of account for CLOC; shall have charge and custody of all funds and securities of CLOC, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of CLOC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors, in whole or in part, to the Executive Director or their designee(s).

Section 7. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the President. In addition, any Officer may be removed by the Board of Directors, whenever, in its judgment, the best interests of CLOC would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 8. Officer Vacancies. In the event of the death, resignation, removal, or incapacity of an Officer, the Board of Directors shall appoint an individual to fill the remainder of such person's unexpired term in office. Notwithstanding the foregoing, in the event of a vacancy in the office of Immediate Past President, such office shall remain vacant for the remainder of the unexpired term of such office.

Section 9. Compensation. The Board of Directors may authorize reasonable compensation to be paid to the Officers for their services as Officers and for the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors; provided, however, compensation paid to the Officers for their services as Officers must be approved by two-thirds (2/3) of the disinterested members of the entire Board of Directors based upon appropriate investigation substantiating the reasonableness and fairness to CLOC of such payments. Nothing contained herein shall be construed to preclude any Director from serving CLOC in any other capacity and receiving reasonable compensation therefor.

ARTICLE VII Executive Director

The administrative and day-to-day operation of CLOC shall be the responsibility of a salaried staff head or organization appointed by and responsible to the Board of Directors through the President. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm, shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of CLOC as approved by the Board of Directors, may carry out the duties of the Secretary and Treasurer of CLOC if so delegated by the Board of Directors, shall employ and may terminate the employment of personnel necessary to carry out the work of CLOC, and shall perform such other duties as may be specified by the Board of Directors. The Executive Director shall attend and participate in all meetings of the Board of Directors and Executive Committee, except those held in executive session.

ARTICLE VIII Committees and Task Forces

Section 1. Standing Committees of the Board of Directors.

(a) **Executive Committee.** The members of the Executive Committee of CLOC shall consist of the Officers. The Executive Director shall be invited to attend and participate (without vote) in

all meetings of the Executive Committee, except those held in executive session. The President shall serve as the chair of the Executive Committee.

(i) **Authority.** The Executive Committee shall have the authority to perform the business and functions of CLOC between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Act and shall report to the Board of Directors any action taken. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual officer or member of the Board of Directors of any responsibility imposed by law.

(ii) **Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the President or two (2) members of the Executive Committee. Each member shall have one (1) vote. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

(iii) **Action by Written Consent.** Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is unanimously approved by all the members of the Executive Committee.

(b) **Other Standing Committees of the Board.** Other standing committees of the Board of Directors may be established by the Board to support the purposes of CLOC and shall include, without limitation, a Finance & Audit Committee. The action establishing standing committees shall set forth the purpose and composition of the committee, and any required qualifications for membership on the committee. All members of standing committees having the authority of the Board of Directors must be members of the Board of Directors. The Board of Directors shall develop and approve general policies and procedures for the operation of all standing committees of the Board. All standing committees shall report to the Board of Directors.

(c) **Advisory/Ad Hoc Committees and Task Forces.** The Board of Directors may appoint such advisory or ad hoc committees and task forces as are necessary and appropriate to support the purposes of CLOC. The action establishing such a committee or task force shall set forth the purpose and composition of the committee or task force, the duration of the committee or task force, and any required qualifications for membership on the committee or task force. The Board of Directors shall develop and approve general policies and procedures for the operating of all advisory or ad hoc committees and task forces. All committees, task forces, advisory or ad hoc committees shall report to the Board of Directors.

ARTICLE IX

Finance

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of CLOC, 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 CLOC, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CLOC shall be signed by such officer or officers, agent or agents of CLOC and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the Executive Director.

Section 3. Deposits. All funds of CLOC shall be deposited to the credit of CLOC in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of CLOC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of CLOC.

Section 5. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Annual Meeting and any Special Meetings of the Individual Members, the Board of Directors, the Executive Committee, and any committees having the authority of the Board of Directors.

Section 6. Annual Audit. The Board of Directors shall provide for an annual audit or outside review of the financial records of CLOC by a certified public accountant. A report of the financial condition of CLOC shall be made to the membership of CLOC annually.

Section 7. Fiscal Year. The fiscal year of CLOC shall be determined by the Board of Directors.

ARTICLE X Electronic Meetings & Communication

Section 1. Electronic Meetings. Any action to be taken at meetings of the Individual Members, Board of Directors, Executive Committee, and other committees and task forces may be taken through the use of a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XI Waiver of Notice

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII Amendments

These Bylaws may be altered, amended or repealed by a two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors at any regular or special meeting of the Board at which a quorum is present.

ARTICLE XIII Dissolution

In the event of the dissolution of CLOC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of CLOC, dispose of all of the assets of CLOC (except any assets held by CLOC upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of CLOC in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of CLOC) of the Internal Revenue Code of

1986 (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of CLOC is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which CLOC was organized.

ARTICLE XIV
Indemnification

CLOC shall indemnify its past and present Directors, Officers and employees to the full extent permitted by the Act and other applicable law. CLOC shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined by the Board of Directors.

Effective as of January 1, 2023

Amended by the Board of Directors on _____, 2023