



THE CORPORATE LAWYER

The newsletter of the Illinois State Bar Association's Corporate Law Departments Section

Illinois General Assembly cleans up business organization statutes

By Scott M. Metzger

Some of Illinois' business organizations statutes got a touch-up recently when Senate Bill 1691, known as the Business Law Cleanup Bill ("Cleanup Bill"), became law. Illinois Public Act 97-0839. The Cleanup Bill amends the Limited Liability Company Act, the Uniform Partnership Act, and the Uniform Limited Partnership Act, making fees, filing, and procedures for reinstatement more consistent across the various types of entities.¹ This article summarizes the changes to each statute affected by the Cleanup Bill to serve as a quick reference for businesses and their counsel.

Limited Liability Company Act, 805 ILCS 180/1-1 et seq.

The Cleanup Bill made only a few changes to

the Limited Liability Company Act. First, it changes the definition of the term "articles of organization." In addition to the original articles filed by the Secretary of State, "articles of organization" now includes all amendments to the original articles through articles of amendment, articles of merger, or a statement of correction affecting the articles.² Second, it changes the heading of Article 37 to include "series" in addition to conversions and mergers, as Section 37-40 allows an LLC to establish a series of members, managers, or interests. Finally, the Cleanup Bill makes the following changes to the fees charged to LLCs:

- The filing fee for restated articles of organization in connection with a limited liability com-

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Claims against dissolved corporations

By Christine M. Kieta

The Illinois Supreme Court recently interpreted section 12.80 of Illinois' Business Corporation Act in *Pielet v. Pielet*, (___ Ill. 2d ___, 2012 IL 112064 (October 18, 2012)). Nicknamed the 'survival statute,' the provision permits actions or proceedings against dissolved corporations for civil remedies, claims, rights, and liabilities if the action or proceeding is brought within five years of the date that the corporation is dissolved. (See 805 ILCS 5/12.80 (West 2006)). The Illinois Supreme Court also addressed successor liability.

The first issue in *Pielet* is whether section 12.80 preserves a breach of contract claim against a

dissolved corporation based on a breach by a successor corporation. Importantly, the breach happened after the initial corporation dissolved. *Pielet* held that section 12.80 does not preserve the breach of contract claim against the dissolved corporation if the breach occurs post-dissolution. *Pielet* relied on the statute's long-standing judicial construction in both Illinois and federal authority which uniformly holds that the rights against the dissolved corporation must accrue before the corporation dissolves. A post-dissolution breach by a successor corporation is, therefore, not con-

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Illinois General Assembly cleans up business organization statutes

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pany with the “ability to establish” series under article 37-40 is \$750. The change is that this provision not only applies to an LLC with series, but to an LLC with the *ability to establish* series.³

- The \$150 filing fee for amendments now applies instead to “articles of amendment or an amended application for admission.”⁴
- The renewal fee for a reserved name is deleted and the fee to file a notice of a cancellation of a reserved name is set at \$100.⁵
- The filing fee for an application to cancel an assumed name is \$100.⁶
- The fee for filing an annual report of a domestic or foreign LLC with the ability to establish series is \$250, plus \$50 for each designated series that is active on the last day of the third month preceding the company’s anniversary month.⁷
- The fee for filing a certificate of designation of any LLC with the ability to establish series is \$50.⁸

Uniform Partnership Act, 805 ILCS 206/100 et seq.

The Cleanup Bill makes more substantive changes to the Uniform Partnership Act. Before, any statement filed by the partnership had to be executed by 2 partners, but this provision now applies only to a “statement of qualification or foreign qualification.”⁹ In addition, a new section allows electronic filing.¹⁰ It requires that the documents being filed include the name of the person submitting them.¹¹ In so doing, the person submitting the document affirms and acknowledges that the instrument is her act or deed, it is the act or deed of the partnership, and the facts stated are true.¹²

The Cleanup Bill tweaked the fee provisions as well. In addition to the existing fees, under the new version of the Uniform Partnership Act the Secretary of State will charge and collect:

- \$25 for furnishing a copy or certified copy of any document related to a registered LLP, changing the provision that charged a minimum of \$25 and \$1 per page for more than 25 pages;
- \$200 to file an application for reinstatement; and

- \$25 to file any other document.¹³

To make the Uniform Partnership Act more consistent with other organization statutes, the legislature added a new section addressing reinstatement of a limited liability partnership. If the LLP status of a partnership expired as a result of a failure to file a renewal report required by section 1003, it may reinstate its status by filing an application for reinstatement with the Secretary of State; filing all reports that are due or are becoming due; and paying all fees owed to the Secretary of State.¹⁴ The application for reinstatement must be filed in duplicate and must include the name of the LLP at the time of expiration; the date of expiration; and the name and address of the agent of service of process, provided that any change to the agent has been properly reported.¹⁵ When the partnership has complied with these provisions, the Secretary of State must file the application for reinstatement.¹⁶ The new provision for reinstatement has a significant effect. First, the partnership’s status as an LLP will “be deemed to have continued without interruption from the date of expiration,” and it will go on as though it had never expired.¹⁷ Second, all actions by the partners during the period of expiration “that would have been legal and valid but for the expiration” will stand ratified and confirmed.¹⁸

The last change to the Uniform Partnership Act also deals with limited liability partnerships. Specifically, it adds new provisions dealing with the resignation of agents for service of process (often referred to as a “registered agent”). For both foreign and domestic LLPs, the agent for service of process can resign at any time by filing an executed written notice with the Secretary of State and mailing a copy of the notice to the LLP at its chief executive office 10 days before filing. The notice must include the name of the LLP; the name of the agent; the address, including street, number, city, and county, for the LLP’s outgoing agent; a statement that the agent is resigning; the effective date of the resignation, which must be at least 30 days after filing; the address of the LLP’s chief executive office; and a statement that copy of the notice has been sent by registered or certified mail in accordance with this section. Finally, a new agent for service of process

must be placed on record within 60 days of the outgoing agent’s notice.¹⁹

Uniform Limited Partnership Act, 805 ILCS 215/0.01 et seq.

In keeping with the goal of consistency, the Cleanup Bill strikes the existing process for resignation of a registered agent and adds procedures identical to those just outlined for LLPs.²⁰ It also adds a new section addressing those situations where the Secretary of State must serve as the limited partnership’s agent for service of process. As before, if a limited partnership does not appoint or maintain an agent for service of process, the Secretary of State is an agent of the limited partnership for service of process, notice, or demand.²¹ The Act strikes the old procedure for serving process on the Secretary of State as a limited partnership’s agent and adds the following provisions.²² First, the person must file a copy of the document she wishes to serve along with any other papers required by law and pay a \$50 fee.²³ The person bringing the action must also send notice of service on the Secretary of State along with a copy of the document being served and accompanying papers by registered or certified mail to two other addresses.²⁴ One is the last recorded address of the limited partnership’s agent for service of process, and the other is the address that the person knows or has reason to believe is likely to result in actual notice.²⁵ Finally, the person must attach an affidavit of compliance with this section using the form prescribed the Secretary of State.²⁶

This section added a few minor changes to amendment and recertification process. Before, the ULPA allowed a limited partnership to amend its certificate at any time for any proper purpose. Now, this provision is subject to the limited partnership having properly filed its annual report and being in good standing with the Secretary of State. In addition, the Act adds a provision that makes clear that a restated certificate of limited partnership supersedes the original certificate of limited partnership and all amendments filed before the restated certificate.²⁷

As with entities under the Uniform Partnership Act, limited partnerships may now file documents and reports electronically. Again, the documents being filed must in-

clude the name of the person submitting them. In so doing, the person submitting the document affirms and acknowledges that the instrument is her act or deed, it is the act or deed of the partnership, and the facts stated are true. This satisfies the signature provision of section 204 of the ULPA.²⁸

The Cleanup Act contains some changes to the provisions for administrative dissolution. Unlike before, the Secretary of State may administratively dissolve a limited partnership if it fails to *file* its annual report (rather than deliver it) or if it fails to appoint and maintain an agent for service of process in Illinois after a previous registered agent's notice of resignation. 805 ILCS 215/809(a). If a limited partnership has been administratively dissolved, it may be reinstated by the Secretary of State upon (1) filing of an application for reinstatement; (2) filing with the Secretary of State all reports that are due or becoming due; and (3) payment of all fees and penalties that are due or becoming due. 805 ILCS 215/810(a). Like reinstatement for LLP status, this new provision has two benefits. First, the partnership's status as an LLP will "be deemed to have continued without interruption from the date of expiration," and it will go on as though it had never expired. 805 ILCS 215/810(d)(i). Second, all actions by the partners during the period of expiration "that would have been legal and valid but for the expiration" will stand ratified and confirmed. 805 ILCS 215/810(d)(ii).

The Cleanup Act also adds a few new provisions solely applicable to foreign limited partnerships. To amend its certificate of authority, a foreign limited partnership must deliver an application to the Secretary of State with the name of the organization, provided the name complies with Illinois law; the date of filing; and the amendment itself. 805 ILCS 215/902.5(a). A foreign limited partnership must deliver an amendment any time it adds a new general partner or dissociates an existing one. 805 ILCS 215/902.5(b). If a general partner becomes aware of any falsehood or misstatement in the application for certificate of authority, she must amend the certificate or file a statement of correction. 805 ILCS 215/902.5(c).

Foreign limited partnerships should also be aware that the Secretary of State can revoke their certificate of authority to transact business in Illinois if they fail to file an annual report within 60 days of the due date or if they fail to renew or apply to change their

alternate assumed name.²⁹ If the Secretary of State determines that there are grounds for revocation, it will file a record of its determination and send a copy of the record to the foreign limited partnership.³⁰ Then, if the foreign limited partnership does not correct its mistake within 60 days, the Secretary of State can file a declaration of revocation, and the organization's authority to do business in Illinois will cease.³¹ To reinstate its authority to do business in the State, the foreign limited partnership must follow the same procedures as those outlined above for LLPs, and reinstatement will have the same effect: the entity's limited partnership status will be deemed to have continued uninterrupted and all actions during the period of revocation will be ratified.

Finally, the Cleanup Bill tweaked a few of the fee provisions in the Uniform Limited Partnership Act.

- \$150 for certificate of limited partnership for a domestic organization, certificate of authority for a foreign limited partnership, and a restated certificate of limited partnership.
- \$50 for an amendment or certificate of amendment.
- \$25 for a statement of cancellation or notice of termination.

In conclusion, the Cleanup Bill implements common-sense changes and serves to make Illinois' business organizations statutes more consistent. There is no principled reason to have, for example, different reinstatement procedures among different business forms. In addition, the Cleanup Bill allows individual members of LLPs and limited partnerships to cover themselves for liabilities that arose during a period in which they were not in compliance with reporting requirements. Finally, the provisions on registered agents and fees are essential for businesses to know. ■

Scott M. Metzger is a third year law student at the University of Illinois College of Law.

1. The Cleanup Bill also makes a technical change to the General Not-for-Profit Corporation Act of 1986, changing the fee that the Secretary of State charges for furnishing copies of any document, paper or certificate to \$5.

2. 805 ILCS 180/1-5.
3. 805 ILCS 180/50-10(b)(1).
4. 805 ILCS 180/50-10(b)(2).
5. 805 ILCS 180/50-10(b)(4).
6. 805 ILCS 180/50-10(b)(10).
7. 805 ILCS 180/50-10(b)(11).

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8. 805 ILCS 180/50-10(b)(18).
 9. 805 ILCS 206/105(c).
 10. 805 ILCS 206/105.5.
 11. *Id.*
 12. *Id.* This satisfied the signature requirement in section 105 of the Uniform Partnership Act.
 13. 805 ILCS 206/108(b)(1), (15), (16).
 14. 805 ILCS 206/1004(a).
 15. 805 ILCS 206/1004(b).
 16. 805 ILCS 206/1004(c).
 17. 805 ILCS 206/1004(d)(i).
 18. 805 ILCS 206/1004(d)(ii).
 19. 805 ILCS 206/1005; 805 ILCS 206/1106.
 20. Compare 805 ILCS 215/116 with 805 ILCS 206/1005.
 21. 805 ILCS 215/117(b).
 22. 805 ILCS 215/117(c).
 23. 805 ILCS 215/117(c)(1).
 24. 805 ILCS 215/117(c)(2).
 25. *Id.*
 26. *Id.*
 27. 805 ILCS 215/202(d)-(e).
 28. 805 ILCS 215/204.5.
 29. 805 ILCS 215/906(a). This second ground for revocation only applies to those limited partnerships that must operate under an alternate assumed name, usually because their foreign name does not comply with section 108.
 30. 805 ILCS 215/906(b).
 31. 805 ILCS 215/906(c).

Claims against dissolved corporations

Continued from page 1

strued as a 'right or claim' against the original corporation within the long-standing meaning of section 12.80.

The second issue in *Pielet* is whether the obligation to pay under the breached contract passed to or was assumed by one of the many successor companies. (*Pielet* at ___). Citing extensively the law on novations (a mutual agreement to substitute one debtor for another either to extinguish an old debt or to substitute a new debt for an existing one) *Pielet* affirmed the appellate court's ruling that summary judgement is inappropriate on the issue of a successful novation. *Pielet* explained that there was considerable room to disagree about whether a new company was obligated to make payments under the breached contract or if it merely assumed liability as an additional obligor without releasing other successor companies from liability. (*Pielet* at ___).

The appellate court opinion was reversed on the first issue and affirmed on the second. ■

Christine is an attorney with a small practice in the western suburbs. She publishes frequently on business matters and strong professional and legal writing. Grammatical errors – especially commas that signal a pause in the sentence – are inserted by someone in the line of succession to editing brandishing an authorized editor's sword.

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Equal Employment Opportunity Commission issues draft strategic enforcement plan

By Michael R. Lied, Howard & Howard Attorneys, P.C., Peoria

Businesses like predictability. This includes knowing what various government agencies may be looking for in enforcing their laws and regulations.

In September, 2012, the U.S. Equal Employment Opportunity Commission released a draft Strategic Enforcement Plan for Fiscal Years 2012 – 2016. The SEP establishes priorities for the EEOC and integrates all components of EEOC's private, public, and federal sector enforcement.

The EEOC describes certain nationwide priorities:

1. Eliminating Systemic Barriers in Recruitment and Hiring. The EEOC will target class-based intentional hiring discrimination and facially neutral hiring practices that adversely impact particular groups.
2. Protecting immigrant, migrant and other vulnerable workers. The EEOC will target disparate pay, job segregation, harassment, trafficking and discriminatory language policies affecting these vulnerable workers who may be unaware of their rights under the equal employment laws, or reluctant or unable to exercise them.
3. Addressing Emerging Issues. Emerging issues that EEOC will target include:
 - ADA Amendments Act issues, particularly coverage issues, and the proper application of ADA defenses, such as undue hardship, direct threat, and business necessity;
 - LGBT (lesbian, gay, bisexual and transgender individuals) coverage under Title VII sex discrimination provisions, as they may apply; and
 - Accommodating pregnancy when women have been forced onto unpaid leave after being denied accommodations routinely provided to similarly situated employees.
4. Preserving Access to the Legal System. The EEOC will also target policies and practices intended to discourage or prohibit individuals from exercising their rights under employment discrimination statutes, or which impede the EEOC's investigative or enforcement efforts. These policies or practices include retaliatory

actions; overly broad waivers; settlement provisions that prohibit filing charges with EEOC or providing information in EEOC or other legal proceedings; and failure to retain records required by EEOC regulations.

5. Combating Retaliation and Harassment. EEOC will refocus its efforts on a national education and outreach campaign aimed at both employees and employers, many of whom struggle with how to prevent and appropriately respond to retaliation and harassment in the workplace.

The SEP also discusses discrimination charge and litigation priorities. EEOC intends that its 15 District offices will prepare their own supplemental enforcement plans. SEP and district priority charges, except for individual disability, harassment and retaliation charges, are considered the highest priority charges.

Meritorious cases raising SEP or district priority issues will normally be given precedence in litigation recommendations and selection over non-priority issue cases.

EEOC defines systemic cases as pattern or practice, policy, and/or class cases where the alleged discrimination has a broad impact on an industry, occupation, business, or geographic area. Meritorious systemic charges, investigations, and cases that raise SEP priority issues will typically be given precedence over non-priority matters, whether individual or systemic.

The savvy employer will also obtain guidance from past events. The EEOC provides useful fiscal year 2011 statistics.

A total of more than 6,000 discrimination charges were filed in the United States. Charges filed in Illinois constituted 6.1% of all charges filed within the United States.

There were nearly 2,000 charges alleging race discrimination. Charges filed in Illinois were 5.6% of all U.S. race discrimination charges filed.

There were more than 1,300 charges filed alleging sex discrimination. Charges filed in Illinois alleging sex discrimination constituted 4.8% of the total U.S. charges.

Claimants charged national origin dis-

crimination more than 600 times. Charges filed in Illinois were 5.1% of all U.S. national origin charges.

Charges alleging discrimination based on religion and color were less common. There were 192 charges alleging discrimination based on religion and 148 based on color.

There were more than 2,200 charges of age discrimination and charges filed in Illinois counted for 9.7% of all U.S. age charges.

Charges alleging disability discrimination numbered more than 1,300 and charges filed in Illinois were 5.2% of those filed nationally. A smattering of charges alleged violations of the Equal Pay Act—a total of 50 nationwide, and 23 nationwide alleging violations of the Genetic Information Nondiscrimination Act. However, again, charges filed in Illinois were a disproportionate percentage. 5.4% of US EPA charges and 9.4% of charges alleging violations of GINA were filed in Illinois.

Finally, charges alleging retaliation continue to be common. Nearly 2000 charges alleging all types of retaliation were filed in fiscal year 2011, and of those 5.2% were filed in Illinois. A great percentage of the retaliation charges alleged violations of Title VII; 1589 such charges were filed nationally, and 5.1% of those were filed in the State of Illinois.

Employers are well advised to ensure their employment practices follow the law, particularly in the areas the EEOC has designated as priorities. ■



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Developing an in-house CLE program

By Ryan Gammelgard, Office of the General Counsel, Illinois Agricultural Association® and Affiliated Companies

In-house CLE programming is an excellent way to increase the knowledge base of a corporate in-house legal department while also cutting down on the various costs associated with having in-house attorneys attend traditional CLEs. The in-house legal department can create CLE programming that addresses issues that are of specific importance to its attorneys and can also allow in-house counsel an opportunity to earn additional CLE credits by serving as instructors for the CLE program. In addition, by conducting CLE programming “in-house,” a corporate legal department can significantly reduce registration fees and eliminate travel costs associated with CLE programs.

Under Illinois law, an “in-house program” is eligible to qualify for CLE credit. An “in-house program” is defined as “a seminar, course, lecture or other CLE activity presented by a law firm, corporate legal department, or similar entity (either individually or in cooperation with other such entities). . . .”

There are two options an in-house legal department can consider to make a CLE presentation qualify for CLE credits. The in-house legal department can (1) submit individual course applications for accreditation for each course presentation, or (2) apply to become an In-House Accredited CLE Provider whose courses are presumptively approved to qualify for CLE credit.

In order to become an In-House Accredited CLE Provider, the in-house legal department must have 10 individual course application approvals with the Illinois MCLE Board (“Board”).

The following provides an overview of the requirements associated with an in-house program becoming eligible for CLE credit.

1. Individual Course Applications

The cost to accredit an individual course is \$50 per course if the CLE provider does not charge attorneys to attend the presentation.

Any provider not already an approved Accredited CLE Provider desiring accreditation of an individual course or other activity needs to satisfy Illinois Supreme Court Rule 795(a) concerning the standards for accreditation of a course or activity. These standards require the CLE to have a “significant intellectual, educational or practical content,” to

“deal primarily with matters related to the practice of law,” and include “carefully prepared written materials.” If the Provider feels it meets these standards it then submits all of the course information online using an online system.

For each application, the correct application fee must be received by the Board. A \$25 late fee is applied to the application if the application is submitted on or after the course start date but no later than 60 days after the course start date.

For prior approval, an individual course application must be submitted online and the application fee must be received by the Board no less than 45 days before the date that the course is scheduled to begin. Fees submitted without a complete application will not secure a timely application filing. The Board will not refund or credit applicants for individual course application fees or late fees when an application is denied.

When an application is submitted more than 60 days after the course start date, the course is ineligible for accreditation so the application will be denied on that basis with no refund of the application fee or late fee.

2. In-House Accredited CLE Provider

The cost for an In-House Accredited CLE Provider that does not charge people to attend presentations is as follows:

- 6 or fewer programs per year: \$300
- 7 to 10 programs per year: \$500
- 11 to 24 programs per year: \$1,200
- 25 to 50 programs per year: \$2,500
- More than 50 programs per year: \$4,000

An in-house provider of CLE courses may apply to become an Accredited CLE Provider after the Provider has had 10 courses accredited for Illinois MCLE credit.

The Provider applies for Accredited CLE Provider status using the Provider Course Accreditation Management system. Pursuant to the MCLE Rules, In-House Accredited CLE Providers are required to submit in-house individual course applications (including all supporting materials) at least 30 days before the course date. However, prior approval by the Board is not required in order for the program to qualify for CLE credit.

To maintain Accredited CLE Provider status, an annual report and an annual fee is required. However, Accredited CLE Providers do not have to renew their accreditation. Instead, accreditation will be continual and dependent upon submission and approval of the Annual Report, as well as upon receipt of the applicable fees by the Board.

3. Other Considerations

a. Evaluations

An Accredited CLE Provider or other provider must give each participant an evaluation questionnaire to complete addressing the content, instruction and written materials of the particular course or activity. Providers are required to retain the submitted questionnaires and any independent evaluations for at least three years from the date on which the course or activity is presented.

b. Three Year Recordkeeping

Providers of accredited CLE courses or activities and Accredited CLE Providers are required to keep the course or activity materials for three years.

Those course or activity materials must, at a minimum, include: (a) a brochure or outline that describes the course or activity content, identifies the faculty, and lists the time devoted to each topic, the presentation’s date and location; and (b) attendance records showing, at least, all attendees who were issued Illinois MCLE credit.

Each provider of accredited CLE courses or activities and each Accredited CLE Provider are to submit promptly this information for review upon request by the Board. Additional responsibilities of each provider of accredited CLE courses or activities and Accredited CLE Provider include the timely submission of attendance information, amendments to CLE hours, dates and/or locations for each course or activity, and payment of all applicable accreditation, hourly attendance fees and late filing fees. The materials may be maintained in paper or electronic form but the Board requires providers to make submissions to the Board electronically.

c. Supporting Documents for Individual Course Applications

The following documentation must be submitted when filing an individual course

application:

1. a check box statement of the provider's intention to comply with the accreditation standards of Rule 795;
2. a schedule for the proposed course or activity (timed agenda including starting and ending times for speakers and breaks);
3. the written materials distributed to the course participants, or if the materials exceed 50 pages, the provider may substitute a 25-to-50 page sample of the course materials; and
4. brief biographical information about each faculty member. For attorneys who are faculty members, the application must include at least each faculty members' name, title and employer. For non-attorneys who are faculty members, the application must include the name, title, employer and brief information (a sentence or two) on how the speaker is qualified to speak on the particular topic.

The Board requires that providers submit their applications and all supporting materials online using its online system

d. Redacting Information

One area of consideration regarding in-house CLE programming is the potential use of corporate specific proprietary information. In preparing materials, it is important to remember that the Board will have access to whatever information is utilized in the CLE presentation. Accordingly, the presenter may want to leave out sensitive information from the presentation or check with the Board to see if redacting the information from the Board submitted materials is appropriate.

e. Timeline for Becoming an Accredited CLE Provider

Accredited CLE Provider applications must be submitted and the annual accreditation fee received on or before May 15 for a July 1st annual accreditation start date, and on or before November 15 for a January 1st annual accreditation start date.

Conclusion

There are many benefits to a corporate in-house legal department conducting its own CLE programming. CLE programming can be targeted to the specific needs of the corporate legal department, in-house attorneys can earn additional CLE credit by serving as instructors, and expenses associated with traditional CLE can be reduced or eliminated.

This article provides a basic overview of the requirements for developing an in-house CLE program. For additional information, please consult the Illinois MCLE Board Web site at: <<http://www.mcleboard.org/>>. ■

Ryan Gammelgard is an Attorney II in the Office of the General Counsel, Illinois Agricultural Association* and Affiliated Companies. One of his responsibilities is the implementation and oversight of the Office's in-house CLE program. Ryan is the Chair of the ISBA Corporate Law Department Section Council and is a graduate of the University of Illinois College of Law.

Upcoming CLE programs

To register, go to www.isba.org/cle or call the ISBA registrar at 800-252-8908 or 217-525-1760.

December

Tuesday, 12/4/12- Teleseminar—Drafting Buy/Sell Agreements in Business, Part 1. Presented by the Illinois State Bar Association. 12-1.

Wednesday, 12/5/12- Teleseminar—Drafting Buy/Sell Agreements in Business, Part 2. Presented by the Illinois State Bar Association. 12-1.

Thursday, 12/6/12- Chicago, ISBA Chicago Regional Office—E-Discovery: Changing the Litigation Paradigm. Presented by the ISBA Civil Practice and Procedure Section. All day program.

Monday, 12/10/12- Live Studio Webcast—Apple v. Samsung: Is it the Patent Case of the Year? Presented by the ISBA Intellectual Property Section. 9-11.

Tuesday, 12/11/12- Teleseminar—Asset Based Finance, Part 1. Presented by the Illinois State Bar Association. 12-1.

Wednesday, 12/12/12- Teleseminar—Asset Based Finance, Part 2. Presented by the Illinois State Bar Association. 12-1.

Friday, 12/14/12- Chicago, Sheraton Hotel—Social Media, Ethics and you: #YOU-GOTTALUVIT. Presented by the Illinois State Bar Association, Illinois Judges Association and the Women's Bar Association of Illinois. 9-10:15.

Friday, 12/14/12- Chicago, Sheraton Hotel—Cutting Off the Third Branch: Court Funding and Access to Justice in Illinois and Beyond. Presented by the ISBA Special Committee on Fair and Impartial Courts and the Illinois Judges Association. 10:30-11:45am.

Friday, 12/14/12- Chicago, Sheraton Hotel—Midyear Meeting Master Series- Advanced Constructive Cross Examination. Presented by the Illinois State Bar Association. 1-4:15.

Tuesday, 12/18/12- Teleseminar—Understanding "Angel" Investing in New Business. Presented by the Illinois State Bar Association. 12-1.

sociation. 12-1.

Wednesday, 12/19/12- Teleseminar—Picking the Right Trust. Presented by the Illinois State Bar Association. 12-1.

Wednesday, 12/19/12- Chicago, ISBA Chicago Regional Office—America Invents Act- Part 2: Navigating the New Patent Office Proceedings. Presented by the Illinois State Bar Association. AM Program.

Wednesday, 12/19/12- Live Webcast—American Invents Act- Part 2: Navigating the New Patent Office Proceedings. Presented by the Illinois State Bar Association. AM Program.

Thursday, 12/20/12- Teleseminar—Structuring Minority Interests in Businesses. Presented by the Illinois State Bar Association. 12-1.

January

Wednesday, January 2-Saturday, January 5, 2013- Snowmass, CO, Westin Snowmass Resort. National CLE Conference. ■

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