

**BYLAWS
of the
INDIANA STATE BAR ASSOCIATION, INC.**

Existing as a mutual benefit corporation under the Indiana Nonprofit Corporation Act of 1991.

I. MEMBERSHIP

- A. **SUBMISSION AND APPROVAL.** All applications for membership shall be on forms prescribed by the Board of Governors, submitted to the principal office of the Indiana State Bar Association, Inc. (the "Association"), and accompanied by the tender of such dues as are currently prescribed for the applicant's category.
- B. **MEMBERSHIP CLASSES.** Members shall be classified as follows:
1. Voting Members are attorneys who are licensed to practice law in the State of Indiana or Retired Attorneys under the Indiana Rules for Admission to the Bar and the Discipline of Attorneys. Voting Members in good standing shall have full voting privileges and shall be eligible to hold any elective or appointive office.
 2. Associate Members are all other attorneys, law students, paralegals, law librarians, court and law office administrators, and any other category of persons recognized as Associate Members by the Board of Governors. Associate Members shall be entitled to attend and participate in meetings and activities of the Association. Subject to applicable section bylaws, Associate Members may vote and serve as an officer, other than chair, of any section of which they are members. Associate Members may vote and serve as an officer of any committee of which they are members. Associate Members shall be ineligible to serve as members or officers of the Board of Governors or House of Delegates, unless it is in their capacity as committee chair.
 3. Honorary Members are those who the Board of Governors elect in recognition of outstanding service to the nation, state, or legal profession. Election shall require a two-thirds vote of the Board of Governors. Honorary Members shall be exempt from the payment of dues, shall be ineligible to hold any office, and shall have no vote in Association affairs unless otherwise eligible as a Voting Member or Associate Member.
- C. **MEMBERSHIP IN GOOD STANDING.** A member shall be in good standing, with full rights and privileges accorded the pertinent category of membership, until removed from such status.
- D. **RESIGNATION.** A member in good standing may resign from the Association at any time by written communication directed to the Secretary at the principal office of the Association.
- E. **SUSPENSION AND EXPULSION.** A member of the Association shall be suspended or expelled from membership upon majority vote of the Board of Governors for conduct unbecoming a member of the Bar, having taken into consideration all of the relevant facts and circumstances. A member proposed to be suspended or expelled under this provision shall be provided with not less than 30 days prior written notice, sent by certified United States Mail, or any other verifiable means to the member's last address shown on the Association's records, of the proposed suspension or termination, the effective date thereof and the reasons therefore. Such notice shall invite the member to appear in person (with counsel, if the member chooses to be represented by counsel)

before the Board of Governors and/or to submit the member's position in writing to the Board of Governors on a date not less than five days before the effective date of the suspension or termination. Following the hearing and upon review of the member's written and oral position, the Board of Governors shall uphold, modify or reverse the proposed suspension or expulsion.

- F. **TERMINATION FOR NONPAYMENT OF DUES.** The membership of a member who is delinquent in payment of dues shall terminate automatically no later than 90 days after initial billing. For good cause shown, the Board of Governors may excuse any such delinquency.
- G. **REMOVAL FROM ROLL OF ATTORNEYS.** The membership of a Voting Member who is disbarred or suspended for at least 60 days shall terminate automatically. The membership of an Associate Member who is licensed by a court or similar professional governing body shall terminate automatically upon similar discipline or suspension lasting at least 60 days
- H. **REINSTATEMENT.** A member who has resigned or whose membership has been terminated for nonpayment of dues may apply for and be reinstated upon payment of dues for the current year and such additional amount that may be established by the Board of Governors. A person whose membership was terminated as a result of expulsion by the Board of Governors or discipline by a court or similar professional governing body, may apply for and be reinstated upon meeting the eligibility requirements for the person's former class of membership, approval by the Board of Governors, and payment of dues for the current year.
- I. **DUES.** The annual dues, dates payable, and delinquency charges for members of the Association shall be established by the Board of Governors. The Board of Governors shall not increase dues more than 3 percent in any year without prior approval by the House of Delegates. The Board of Governors may adopt different levels or amounts of dues for various classes of membership.

II. ASSOCIATION ASSEMBLY

- A. **MEETINGS.** The Association Assembly shall hold an annual meeting each year and may hold such other Regular and special meetings as the Board of Governors may determine. The annual meeting and any other regular or special meeting shall be held at such time and place as determined by the Board of Governors.
- B. **NOTICE.** Due notice of annual, other regular, and special Meetings of the Association Assembly shall consist either of prominent publication in an official Association publication or an announcement sent to the membership at least 60 days prior to a regular meeting and at least ten days prior to a special meeting, including a statement of the purpose(s) of the special meeting.
- C. **MEETING RULES OF PROCEDURE.** The following rules of procedure shall be applicable at all meetings of the Association Assembly:
 - 1. **Presiding Officer.** The President shall preside over all meetings of the Association Assembly. In the absence of the President, the President-Elect, the Vice-President, or the Chair of the House of Delegates (in that order) shall preside.
 - 2. **Order of Business.** The order of business and the calendar of events of annual and other regular and special meetings of the Association Assembly shall be determined by the Board of Governors.
 - 3. **Motions from the Floor.** At any meeting of the Association Assembly, any Voting Member in good standing shall have the privilege of presenting any written resolution for

consideration; and, upon a properly seconded motion for passage, there shall be an opportunity for debate. If any such Resolution is passed by a majority vote of the Association Assembly, such resolution shall be referred to the next meeting of the House of Delegates for appropriate action.

- D. **REMOTE MEETINGS:** The Board of Governors may determine that Voting Members may participate in a meeting of the Association Assembly by remote communication, including electronically and by telephone conference, as long as there is an opportunity for all Voting Members participating to simultaneously hear each other during the meeting. When any Voting Member will be permitted to participate remotely in a meeting of the Association Assembly, the Board of Governors shall adopt rules of procedure for the conduct of the meeting to facilitate remote participation.

III. HOUSE OF DELEGATES MEMBERS

The House of Delegates shall be composed of members of the Association in good standing as follows:

- A. **GENERAL MEMBERSHIP** Delegates shall be selected in a manner determined by each bar association eligible to have a delegate. Each delegate shall be an eligible member of the Association.
- B. **NUMBER OF DELEGATES.** The number of delegates each county or metro bar association may select shall be determined by the number of voting members of the Association within the county in which the county or metropolitan bar association maintains its principal office. Each county or metro bar association shall be entitled to a number of delegates according the following:
1. One delegate as the representative of its first one to 50 voting members of the Association;
 2. One additional delegate as the representative of each additional 50 voting members of the Association; and
 3. One additional delegate for any additional 26 to 49 voting members of the Association.
- C. **TERMS OF OFFICE.** Delegates and alternate delegates selected to represent a county shall be elected for one-year terms. The term of office of delegates and alternate delegates shall begin at the commencement of the annual House of Delegates meeting immediately after their selection and shall terminate immediately prior to the following annual House of Delegates meeting.
- D. **NOTICE TO SELECT DELEGATES AND ALTERNATE DELEGATES.** No later than June 1 of each year, the Secretary shall notify those bar associations eligible to select delegates and alternate delegates for the next annual House of Delegates meeting of the number of delegates and alternate delegates to be selected. Notice shall be sent to the presidents and executive directors of the bar associations. If the president of an eligible bar association is not a member in good standing of the Association, a duplicate notice shall be sent to a member of the bar association who is a member in good standing of the Association. The notice shall specify that the names of the delegates and alternate delegates selected shall be sent to the principal office of the Association no later than July 1.
- E. **SELECTION PROCEDURE.** Delegates and alternate delegates shall be selected by a method of selection determined by each eligible bar association. Certification of the selected delegates and alternate delegates shall be sent to the principal office of the Association no later than July 1 prior to the next Annual Meeting. In the event certification is not timely received in the principal office

of the Association, the Board of Governors or its designee may fill the vacancy from among eligible members in good standing of the Association from the county in which the county or metropolitan bar association maintains its principal office. If a dispute concerning delegate selection, the House of Delegates shall determine its own membership in accordance with such rules as it may adopt.

- F. ALTERNATE DELEGATES. An alternate delegate may be selected for each delegate in the same manner and at the same time as the delegate. The alternate delegate shall serve in the absence of the delegate and shall automatically assume the office of delegate in the event of the death, resignation, disability, or termination of membership in the Association of the delegate. Alternate delegates shall have the same qualifications as, shall be selected in the same manner as, and shall serve in the place and stead of the delegate for each alternate delegate is to act if the delegate is unwilling or unable to serve at any meeting of the House of Delegates.

- G. VACANCY OR DUAL VACANCY OF DELEGATE OR ALTERNATE DELEGATE. A vacancy in the office of alternate delegate or a dual vacancy in the offices of delegate and alternate delegate shall be filled in a manner determined by the eligible bar association. The Board of Governors or its designee may fill any vacancy whenever certification has not been received at the principal office of the Association by July 1 from among eligible members in good standing of the Association from that county.

- H. EX OFFICIO MEMBERS. The following shall be ex officio voting members of the House of Delegates.
 - 1. The members of the Board of Governors.
 - 2. Chairs of Standing Committees. The Chairs of the Standing Committees and Sections (but not of Divisions or other subordinate committees within Standing Committees or Sections) as established by the Board of Governors.
 - 3. Past Presidents. The Past Presidents of the Association.
 - 4. Past Chairs of House of Delegates. The Past Chairs of the House of Delegates of the Association.
 - 5. ABA Delegates. The Indiana members of the House of Delegates of the American Bar Association.
 - 6. Supreme Court Member. A justice of the Supreme Court of Indiana to be selected by that Court.
 - 7. Court of Appeals Member. A judge of the Court of Appeals of Indiana to be selected by that Court.
 - 8. Indiana Judges' Association Member. The President of the Indiana Judges' Association.
 - 9. Attorney General. The Attorney General of Indiana.
 - 10. Law School Deans. The Deans of the accredited law schools located in Indiana.

- I. APPOINTED MEMBERS. The House of Delegates may designate persons as members of the House of Delegates and may determine the voting and other rights of those members.

IV. HOUSE OF DELEGATES OFFICERS

- A. **CHAIR AND CHAIR-ELECT.** The elective officers of the House of Delegates shall be the Chair and Chair-Elect, each of whom shall serve from the time of adjournment of the annual House of Delegates meeting at which they are elected until adjournment of the next annual House of Delegates meeting, except in the case of vacancy succession under IV.B.
- B. **NOMINATION AND ELECTION.** The Chair and Chair-Elect shall be selected as follows:
1. **Chair.** The Chair-Elect shall succeed automatically to the office of Chair either upon completion of the term of office of the Chair or whenever a vacancy exists in the office of Chair as a result of the death, resignation or incapacity of the incumbent Chair. A Chair who assumes office as a result of vacancy succession shall serve an entire term as Chair in addition to serving out the remainder of the vacated term.
 2. **Chair-Elect.** Upon assuming office, the President shall appoint a Nominating Committee of five members of the House of Delegates, designating a chair thereof, charged with the duty of nominating a candidate for Chair-Elect of the House of Delegates and a candidate for any other vacancy in accordance with VII.B.3. and VII.B.4.. The nomination and election of such Chair-Elect or candidate for any other vacancy shall be in accordance with the following provisions:
 - a. The Nominating Committee shall select a qualified nominee for the office of Chair-Elect or for any other vacancy and shall give due notice of its candidate for each office to the President at least 60 days prior to the next annual House of Delegates meeting.
 - b. Any 30 members of the House of Delegates may nominate a qualified person by petition in writing, filed at the Association's principal office no later than ten days prior to the next Annual House of Delegates Meeting.
 - c. Election shall be the last order of regular business of the Annual House of Delegates Meeting, and shall be by majority vote of the Delegates present and voting.
 - d. Nominees for the office of Chair-Elect shall be selected alternately, in rotation, from the areas designated as Areas No. 1 (Northern Indiana), No. 2 (Central Indiana), No. 3 (Southern Indiana) and No. 4 (Marion County) on the Association's District Map attached to these bylaws and marked Exhibit A. The rotation shall be Area 1, Area 3, Area 4 then Area 2.
 3. **Chair-Elect Vacancy.** In the event the office of Chair-Elect becomes vacant, such office shall remain vacant for the duration of that term, and a Chair and Chair-Elect shall thereafter be nominated and elected in accordance with paragraph 2 of this Section B.
 4. **Dual Vacancy.** In the event a vacancy occurs in both the offices of Chair and Chair- Elect, a successor Chair (but not a successor Chair-Elect) shall be nominated and elected, as follows:
 - a. If a dual vacancy occurs more than 90 days before the next meeting of the House of Delegates, the Nominating Committee shall select a nominee for the office of Chair and the notice and written petition nomination provisions of paragraph 2

of this Section B shall apply, except that the time references shall refer to the next meeting of the House of Delegates, not the Annual Meeting only.

- b. If a dual vacancy occurs less than 90 days before the next meeting of the House of Delegates, the Nominating Committee shall select a nominee for the office of Chair, but the notice requirements of paragraph 2 of this Section B shall not apply, and written nominating petitions may be presented on the floor of the House of Delegates by any 30 members of the House of Delegates.
- c. The President of the Association or the President's designee shall preside over the House of Delegates until a new Chair is elected. The election of a new Chair shall be the first order of business at the next meeting of the House of Delegates and shall be by majority vote of the Delegates present and voting. The Chair of the House of Delegates elected in the event of a dual vacancy shall serve an entire term as Chair in addition to serving out the remainder of the vacated term.
- d. The provisions of clause d of paragraph 2 of this Section B shall be observed in selecting a nominee for Chair and/or Chair-Elect under this paragraph 4.

C. **EX OFFICIO AND APPOINTIVE OFFICERS.** The Secretary of the Association shall be the Secretary of the House of Delegates. The Chair shall appoint a Parliamentarian and may appoint other officers as the Chair deems necessary to assist in performing the assigned duties.

D. **DUTIES OF OFFICERS.** The duties of the officers of the House of Delegates shall be as follows:

1. **Chair.** The Chair shall be the presiding officer of the House of Delegates, shall appoint Committees of the House as the House from time to time may deem appropriate, and shall serve as a member of the Association's Executive Committee and as a member of the Board of Governors.
2. **Chair-Elect.** The Chair-Elect shall preside at meetings of the House of Delegates in the absence of the Chair, and shall coordinate and supervise the activities of any Committees of the House. The Chair-Elect shall not represent the Chair at meetings of the Association's Executive Committee but shall serve as a voting member of the Board of Governors.
3. **Secretary.** The Secretary shall perform such duties as are set forth elsewhere in these bylaws and such other duties as usually are performed by a legislative body secretary.
4. **Parliamentarian.** The Parliamentarian shall advise the Presiding Officer of the House of Delegates concerning rules of order, debate and parliamentary procedure.

V. HOUSE OF DELEGATES MEETINGS

A. **ANNUAL AND OTHER REGULAR MEETINGS.** The House of Delegates shall hold an annual meeting each year. The annual House of Delegates meeting shall be held in conjunction with the annual meeting of the Association Assembly. The Board of Governors may call other meetings of the House of Delegates.

B. **RULES OF PROCEDURE.** The House of Delegates shall establish its own Rules of Procedure, consistent with the Articles of Incorporation of the Association (the "Articles of Association") and these bylaws.

- C. NOTICE. Due notice of meetings of the House of Delegates and of the nomination of candidates for Chair and Chair-Elect shall consist of either prominent publication in an official Association publication or sending an announcement in writing to every delegate and to all bar associations entitled to notice under VII.B. at least 60 days prior to a regular meeting and at least ten days prior to a special meeting. Notice of all meetings shall include the meeting's date and location.
- D. QUORUM. A quorum of the House of Delegates shall consist of a majority of the delegates who have registered for the meeting.
- E. REMOTE MEETINGS: The Board of Governors may determine that delegates may participate in a meeting of the House of Delegates by remote communication, including electronically and by telephone conference, as long as there is an opportunity for all delegates participating to simultaneously hear each other during the meeting. When any delegate will be permitted to participate remotely in a meeting of the House of Delegates, the Board of Governors shall adopt rules of procedure for the conduct of the meeting to facilitate remote participation.

VI. BOARD OF GOVERNORS

- A. ROLES AND RESPONSIBILITIES. The Board of Governors shall be the Association's board of directors and shall serve as its interim legislative authority between meetings of the House of Delegates. It may make decisions that do not conflict with actions taken by the House of Delegates or that are not precluded by the Articles of Incorporation or these bylaws. The functions of the Board of Governors shall be as follows:
 - 1. Determine Association policy, whenever necessary, between meetings of the House of Delegates.
 - 2. Supervise and control all fiscal affairs, including all receipts and expenditures of funds of the Association and its Committees.
 - 3. Employ and supervise an executive director.
 - 4. Supervise and controlling all property of the Association, including acquisition, maintenance, and disposition thereof.
 - 5. Enter into contractual obligations in furtherance of Association programs and its financial well-being.
 - 6. Perform such other functions as may be necessary or proper to carry out the policies and programs of the Association.
- B. BOARD COMPOSITION. The Board of Governors shall be composed of:
 - 1. The President, President-Elect, Vice President, Secretary, Treasurer, and Counsel to the President, as elected or appointed in accordance with these bylaws.
 - 2. The Chair and the Chair-Elect of the House of Delegates.
 - 3. The Immediate Past President.
 - 4. An Association District Representative selected in accordance with these bylaws from each

Association District, except District 11, which shall have three Association District Representatives.

5. The Chair of the Young Lawyers Section.
 6. Two At-Large Representatives, as elected or appointed in accordance with these bylaws.
- C. VOTING. No individual shall have more than one vote on the Board of Governors even though entitled to membership under more than one of the foregoing categories.
- D. DISTRICTS. The geographical confines of the area within the borders of the State of Indiana shall be divided into 11 Districts ("Association Districts"). Each Association District shall be comprised of one or more whole counties and shall be configured to have approximately the same number of members practicing therein, except Association District 11, Marion County, which is designated a single Association District without regard to membership numbers. Association District representation on the Board of Governors shall be as prescribed in Section E.

Association Districts shall be constituted as follows:

1. First District: Lake County
 2. Second District: The Counties of DeKalb, Fulton, Kosciusko, LaGrange, LaPorte, Marshall, Noble, Porter, Pulaski, Starke, Steuben and Whitley
 3. Third District: The Counties of Elkhart and St. Joseph.
 4. Fourth District: Allen County
 5. Fifth District: The Counties of Benton, Boone, Carroll, Cass, Clinton, Fountain, Howard, Jasper, Montgomery, Newton, Tippecanoe, Warren and White.
 6. Sixth District: The Counties of Decatur, Fayette, Franklin, Hamilton, Hancock, Johnson, Rush, Shelby and Union.
 7. Seventh District: The Counties of Clay, Greene, Hendricks, Monroe, Morgan, Owen, Parke, Putnam, Sullivan, Vermillion and Vigo.
 8. Eighth District: The Counties of Daviess, Dubois, Gibson, Knox, Martin, Perry, Pike, Posey, Spencer, Vanderburgh and Warrick.
 9. Ninth District: The Counties of Bartholomew, Brown, Clark, Crawford, Dearborn, Floyd, Harrison, Jackson, Jefferson, Jennings, Lawrence, Ohio, Orange, Ripley, Scott, Switzerland, and Washington.
 10. Tenth District: The Counties of Adams, Blackford, Delaware, Grant, Henry, Huntington, Jay, Madison, Miami, Randolph, Tipton, Wabash, Wells and Wayne.
 11. Eleventh District: Marion County.
- E. DISTRICT REPRESENTATIVES. The Association District Representatives on the Board of Governors subject to election shall be elected by majority vote of the Association Assembly at Annual Meetings, each Association District Representative serving staggered two-year terms

whereby each Annual Meeting of the Association Assembly shall elect, as nearly as possible mathematically, one-half of the Association District Representatives on the Board of Governors.

The Association District Representatives on the Board of Governors shall be nominated in accordance with the following procedures:

1. The Nominating Committee appointed by the President in accordance with these bylaws shall nominate one candidate for the Board of Governors from each of the Association Districts, except District 11 from which three will be nominated, with all Association District Representatives being subject to election, in accordance with the staggered two-year terms established in X.E. Each nominee shall be a resident or life member of the Association in good standing. The Nominating Committee shall give notice of its selections to the Association membership at least 60 days prior to the Annual Meeting of the Association Assembly at which the election is to be held. The manner and form of notice shall be prescribed in the Bylaws.
2. Any 50 voting members of the Association in good standing from a particular Association District may nominate another resident or life member of the Association from such District as a candidate for the Board of Governors from that Association District by petition in writing, which shall be filed at the principal office of the Association no later than 20 days prior to the date of the Annual Meeting of the Association Assembly at which the election is to be held. The manner and form of filing the petition shall be prescribed in the bylaws.
3. At an Annual meeting, the Association Assembly may permit further nominations of resident or life members in good standing by a two-thirds vote.

F. VACANCIES. Board of Governors vacancies shall be filled in the following manner:

1. Association District and At-Large Representatives. An Association District Representative vacancy on the Board of Governors shall be filled by appointment, by the Board of Governors, of a resident or life member of the Association in good standing from the Association District in which the vacancy exists, for the remainder of the term involved. An At-Large Representative vacancy on the Board of Governors shall be filled by the Board of Governors by appointment of any member in good standing.
2. Immediate Past President. If, at any time or for any reason, the Immediate Past President is unable or disqualified to serve on the Board of Governors, such Board membership shall stand vacated until filled by succession, in accordance with these bylaws.
3. Chair of House of Delegates. A vacancy on the Board of Governors occurring as the result of a vacancy in the office of Chair of the House of Delegates shall be filled by the person designated in these bylaws to fill said office in the House of Delegates.
4. Chair of Young Lawyers. A vacancy on the Board of Governors occurring as the result of a vacancy in the office of the Chair of the official organization of the Association members under age 36 shall be filled by the person succeeding to the office of Chair of said organization.
5. Elected or Appointed Officials. A vacancy on the Board of Governors occurring as the result of a vacancy in an elective or appointive office shall be filled by the person succeeding to said office as provided by these bylaws.

G. MEETINGS. The Board of Governors shall hold meetings from time to time in accordance with the following provisions:

1. Annual and other regular meetings. The Board of Governors shall hold an annual meeting each year in conjunction with the annual Meeting of the Association Assembly, and such other Regular Meetings (which Annual and other Regular Meetings may be held within or without the State of Indiana) as may be determined by the Board of Governors. Due notice of such meetings shall be given to the members of the Board of Governors.
2. Special Meetings. Special meetings of the Board of Governors may be called at any time by the President or upon written request of at least 20% of the members of the Board of Governors then in office. Due notice of such meetings shall be given to the members of the Board of Governors.
3. Quorum. A quorum of the Board of Governors shall consist of a majority of the members of the Board of Governors then in office.

VII. EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the Officers of the Association, Chair of the House of Delegates, and one Association District Representative member of the Board of Governors selected by majority vote of the Association District Representative members of the Board of Governors. The Executive Director shall serve in an ex officio capacity without vote on the Executive Committee.

- A. RESPONSIBILITIES. The Executive Committee shall supervise the affairs of the Association between meetings of the Board of Governors and shall perform other functions and have other powers and duties as may be delegated to it by the Board of Governors or House of Delegates.
- B. CHAIR. The President shall preside over the Executive Committee. In the absence of the President, the President-Elect or the Vice President (in that order) shall preside.

VIII. ASSOCIATION OFFICERS

The Officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, and Counsel to the President. No person shall be nominated for or hold elective or appointive office in the Association who is not a Voting Member in good standing. The duties, method of election, selection or removal, and other administrative matters related to the officers shall be prescribed in the bylaws.

- A. ELECTIVE OFFICERS. The elective officers of the Association shall be the President, the President-Elect and the Vice President, each of whom shall serve from the time of adjournment of the Annual Meeting at which the office is assumed, until adjournment of the next Annual Meeting, except in the case of resignation or removal. At the close of each Annual Meeting, the President-Elect shall automatically succeed to the office of President, the Vice-President shall automatically succeed to the office of President-Elect, and the newly elected Vice President shall assume the office of Vice President.
- B. APPOINTIVE OFFICERS. The appointive officers of the Association shall be the Secretary, the Treasurer and the Counsel to the President, who shall each be appointed annually by the President, with the approval of a majority of the Board of Governors to serve during the entire one year term of office of the President who appointed them (whether or not such President serves an entire year), except in the case of resignation or removal of such Secretary, Treasurer or Counsel to the President. The President may appoint one or two persons to fill the offices of Secretary and Treasurer, and all

such appointees may be, but need not be, chosen from persons who already hold membership on the Board of Governors.

C. **NOMINATION OF VICE PRESIDENT.** Nominations for the office of Vice President shall be made in accordance with the following procedure:

1. **Nominating Committee.** Upon assuming office, the President shall appoint a Nominating Committee, consisting of one resident or life member of the Association in good standing from each Association District and shall designate one member as the Chair thereof. The Nominating Committee shall nominate a candidate for the office of Vice President and any other vacancy in elected office as provided in Section G of this Bylaw.
2. **Other Nominations.** Any 100 voting members of the Association in good standing may nominate another candidate for the office of Vice President by petition in writing, which shall be filed at the principal office of the Association no later than ten days prior to the date of the Association Assembly at the next Annual Meeting.
3. **Nominations from Floor.** The methods of nomination provided in the foregoing paragraphs 1 and 2 shall be exclusive, except that the Association Assembly, at an Annual Meeting, by the two-thirds vote of the members thereof present and voting on the question, may permit further nominations from the floor.
4. **Rotation of Nominees for Vice President.** Nominees for the office of Vice President shall be selected alternately, in rotation, from the areas designated as Areas No. 1 Northern Indiana), No. 2 (Central Indiana), No. 3 (Southern Indiana) and No. 4(Marion County) on the Association's District Map attached to these bylaws and marked Exhibit A. Such rotation shall be Area 1, Area 4, Area 3, then Area 2.

D. **ELECTION OF VICE PRESIDENT.** The Vice President shall be elected from the nominees by majority vote of the Association Assembly.

E. **RESIGNATION.** Any elected or appointed officer may resign by delivering written notice of such resignation to the President, Secretary or Executive Director of the Association. Unless the notice of resignation states otherwise, the resignation shall be effective upon delivery.

F. **REMOVAL.** Any elected or appointed officer shall be automatically removed from office by reason of termination of membership in the Association, death, disability or disqualification (as determined by a two-thirds vote of the Board of Governors). In addition, an elected or appointed officer may be removed by the Board of Governors if it determines, by a three-fourths vote, that the officer is either neglecting assigned duties to the Association, or has done or is threatening to do some act that is detrimental to the Association.

G. **VACANCIES.** Any vacancies in the elective or appointive offices of the Association shall be filled in accordance with the following procedure:

1. **Presidential Vacancy.** In the event of a vacancy in the office of President, the President-Elect shall become President automatically, and the Vice President shall become President-Elect automatically, to serve until the end of the second Annual Meeting following. In this event there shall be a vacancy in the office of Vice President.
2. **President-Elect Vacancy.** In the event of a vacancy in the office of President-Elect, the Vice President shall become President-Elect automatically, to serve until the end of the second

Annual Meeting following. In this event there shall be a vacancy in the office of Vice President.

3. Dual Vacancy. If a dual vacancy in the offices of both President and President-Elect, the Vice President shall become President automatically and shall serve until the end of the second annual meeting following.
4. Triple Vacancy. If all three elective offices become vacant, the most Immediate Past President available shall assume the Office of President until the vacancies are filled in accordance with VIII.G.5.
5. Nominating Committee Responsibilities. In the event of a vacancy in the office of Vice President or of a dual or triple vacancy in the elected offices, the President immediately shall inform the Nominating Committee of the vacancy or vacancies, upon which the following procedure shall be followed:
 - a. As soon as possible, the Nominating Committee shall select at least one qualified nominee for each vacant office and shall give notice of its nominee or nominees to the membership in accordance with the manner and form prescribed in these bylaws.
 - b. Any 100 voting members of the Association in good standing may nominate a qualified candidate to fill the vacancy, or candidates to fill each of the vacancies by petition in writing, which shall be filed at the principal office of the Association no later than 20 days after notice was given by the Nominating Committee of its one or more nominees.
 - c. If no petition is filed in accordance with paragraph b, the Nominating Committee's nominee(s) shall automatically become Vice President (and such other officer or officers as are appropriate, in the case of a dual or triple vacancy), on the 21st day after notice was given by the Nominating Committee in accordance with VIII.G.5.a.
 - d. If one or more candidates are nominated by petition in accordance with paragraph b, the President or President pro tempore may call for an election at the next meeting of the Association Assembly. If the President or President pro tempore fails to call for an election at the next meeting of the Association Assembly, the Secretary shall send ballots by first class United States Mail or any other written or electronic means to all voting members of the Association in good standing. Ballots shall contain the names of all candidates, together with instructions that the voted ballots must be returned or postmarked, if by mail, no later than ten days after the date the ballot was sent. No voted ballot returned or containing a postmark later than the above ten-day period shall be counted. All ballots voted and timely returned to the principal office of the Association shall be kept unopened or unread until expiration of the voting period. The President or President pro tempore shall appoint tellers who shall open and tally all ballots no sooner than the third day after the voting expiration date, such tally to be conducted at the principal office of the Association. Each nominee may appoint an observer who shall be permitted to observe the opening and tallying of the ballots. Election shall be by majority vote. In the event no candidate receives a majority vote, a runoff election by ballots between the two candidates receiving the highest number of votes shall be conducted in the same manner.

- e. The Vice President, or the Vice President and other officer or officers, in case of a dual or triple vacancy, elected pursuant to the above procedures, shall serve the balance of the term or terms of the vacated office or offices to which elected; and thereafter there shall be automatic succession to the offices of President-Elect and President, as provided in these bylaws. In the event of a triple vacancy, the President elected pursuant to the above procedures shall serve not less than 12 months, with the succession of the President-Elect and Vice President delayed accordingly.
6. In the event of a vacancy in the office of Secretary, Treasurer and/or Counsel to the President, the vacancy shall be filled by appointment by the President, with the approval of a majority of the Board of Governors, for the remainder of the President's term of office.

IX. DUTIES OF OFFICERS

- A. **PRESIDENT.** The President shall preside at all meetings of the Association Assembly, the Executive Committee and the Board of Governors. The President shall appoint, with the approval of a majority of the Board of Governors, a Secretary, a Treasurer, Counsel to the President, and the Chairs of all Standing and Special Committees. The President shall supervise the work of all Committees and Sections in order to implement overall Association policy, and shall present a report of the state of the Association at the Annual Meeting and other Regular Meetings. The President shall have such other powers and perform such other duties as usually pertain to the office of the Chief Elective Officer.
- B. **PRESIDENT-ELECT.** The President-Elect shall preside at all meetings of the Association Assembly, Executive Committee and Board of Governors in the absence of the President. The President-Elect shall perform such other duties as the President of the Association, with the approval of a majority of the Board of Governors, may direct.
- C. **VICE PRESIDENT.** The Vice President shall preside at all meetings of the Association Assembly, Executive Committee and Board of Governors in the absence of the President and President-Elect. The Vice President shall assist the President in supervising the work of the Committees and Sections, and otherwise shall assist the President.
- D. **SECRETARY.** The Secretary shall keep, or cause to be kept, a record of the proceedings of all meetings of the Association Assembly, Executive Committee, Board of Governors, and House of Delegates.
- E. **TREASURER.** The Treasurer shall provide for the maintenance of accurate and current financial records of all association-related funds. The Treasurer shall assist the Finance Committee in budgeting and any audits of the financial records of the Association and shall ensure that a report on the Association's financial statements be issued to the Board of Governors.
- F. **COUNSEL TO THE PRESIDENT.** The Counsel to the President shall provide advice and counsel to the President and shall serve at the pleasure of the President.
- G. **EXECUTIVE DIRECTOR AND STAFF.** An Executive Director shall be employed. The hiring, compensation and termination of the employment of the Executive Director shall be determined by majority vote of the Board of Governors. The hiring, compensation, and termination of the employment of all other staff members shall be determined by the Executive Director, taking into account the operating budget approved by the Board of Governors. The Executive Director shall

manage the staff and the headquarters offices of the Association and shall perform such other duties as the President and the Board of Governors may prescribe.

X. COMMITTEES AND SECTIONS

A. **COMMITTEES.** The following provisions shall govern the membership of committees:

1. **Creation or Termination of Committees.** Committees shall be established, merged, or discontinued by the President with the approval of the Board of Governors. A resolution approving the creation of a new Committee shall establish the Committee's duties.
2. Committees shall consist of not less than three voting members and as many as may be designated by the President. The President shall annually designate a member of each Committee as Chair, who upon approval by a majority of the Board of Governors, shall serve until a successor is appointed. The President may name the Chair of any Committee as an ex officio voting member of any other Committee to serve as such during the President's term of office.
3. **Appointment of Committee Members.** The appointment and removal of members to Committees shall be by the President or the President's designee.
4. **Interim Creation of Committees.** The President is authorized to create and appoint the members of Committees having definite duties and deemed necessary between meetings of the Board of Governors. Such presidentially created Committees shall be brought to the attention of the Board of Governors at its next meeting for ratification or termination.

B. **SECTIONS.** The following provisions shall govern the membership of sections:

1. **Creation or Termination of Sections.** Sections shall be established by the Board of Governors and may be discontinued by action of the Board of Governors. A resolution creating a new Section shall establish the purpose of the Section. A Section may be merged or consolidated by the Board of Governors.
2. **Membership Qualifications.** There shall be no qualification for membership in any Section, other than membership in the Association, enrollment in such Section, and payment of the dues of such Section.
3. **Section Officers and Council.** The bylaws of each Section shall provide for the election, by the enrolled members of such Section, of officers, and a Council, which shall consist of the officers and such additional Council members as may be prescribed by the bylaws of the Section.
4. **Section Bylaws.** Each Section, when organized and approved, shall have the power to adopt its own bylaws not inconsistent with the Articles of Association and these bylaws. No bylaws of any Section, or any amendment thereof, shall become effective until submitted to and approved by the Board of Governors.
5. **Section Dues.** Each Section shall have the power to fix Section dues, subject to the approval of the Board of Governors. Section dues shall be billed and collected by the Association.
6. Each Section may make expenditures consistent with the direct purposes of such Section. A Section shall not incur an obligation greater than the funds available to the Section. No

disbursement of the funds of a Section shall be made without authorization of an officer of the Section or a qualified member of the Association staff who has been authorized by the Section. Additional provisions for the safeguarding of Section funds may be adopted by the Board of Governors or the Executive Director.

C. REPORTING REQUIREMENTS.

1. Annual Reports. Each Committee and Section shall prepare an annual report summarizing its activities, including its recommendations, if any, and transmit same to the House of Delegates and the Board of Governors.
2. Interim Reports. Each Committee and Section shall submit a report in writing upon request by the President or the Board of Governors.
3. Recommendations. Recommendations may be made as part of a Report. Recommendations pertaining to fiscal affairs, employees and staff members, contractual obligations or property of the Association shall be made to the Board of Governors, and so designated in the report. All other recommendations shall be made to the House of Delegates, and so designated in the report, but shall be transmitted to the House of Delegates through the Board of Governors, which shall study and review same before transmission. The Board of Governors shall transmit all such reports to the House of Delegates with or without the Board's recommendations as to adoption, but the Board of Governors may also present its substitute recommendations to the House of Delegates for consideration. At the time the report of any Committee or Section containing recommendations comes before the House of Delegates, the Secretary shall report the recommendation, if any, of the Board of Governors pertaining to each item.
4. Filing and Dissemination. Reports shall be filed at the principal office of the Association no later than 45 days prior to each Annual Meeting of the House of Delegates. The Secretary shall cause copies of all Committee reports which require action to be distributed, no later than 40 days prior to the Annual Meeting of the House of Delegates, to all members of the Board of Governors and House of Delegates. The President or Board of Governors also may direct distribution of any Committee report to the membership or to a Section membership.

XI. DELEGATES TO AMERICAN BAR ASSOCIATION

Association Delegates to the House of Delegates of the American Bar Association shall be elected in such manner not inconsistent with the governing rules and regulations of the American Bar Association as shall be determined from time to time by the Board of Governors.

XII. REPRESENTATION OF THE ASSOCIATION

The President or a person designated by the President shall have authority to express the policy of the Association. No other member or employee of the Association shall have authority to express the policy of the Association, or of a Section or a Committee of the Association, before a legislative body, court, governmental agency, or otherwise, except as specifically authorized by the Board of Governors or pursuant to a written policy duly adopted by the Board of Governors.

XIII. INDEMNIFICATION

The Association may indemnify all officers and directors to the full extent permitted by Indiana Nonprofit Corporation Act of 1991. In each instance, the Association shall indemnify an officer or director if authorized

by a resolution of the Board of Governors to do so. The Association shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as may be determined from time to time by the Board of Governors.

XIV. AMENDMENTS

Amendments to these bylaws may be adopted by a two-thirds vote at any meeting of the House of Delegates through either of the following procedures:

- A. **MEMBER PROPOSAL:** Any Voting Member may submit a proposed amendment to the Secretary at least 90 days before the meeting of the House of Delegates at which the amendment is to be presented. At least 45 days before the meeting of the House of Delegates at which the amendment is to be presented, the Board of Governors shall forward to the Chair of the House of Delegates the proposed amendment and the Board of Governors' recommended action on the proposed amendment. The Chair of the House of Delegates shall place the proposed amendment on the agenda of the House of Delegates at its next meeting for vote.

- B. **BOARD OF GOVERNORS PROPOSAL:** The Board of Governors may propose an amendment by providing Voting Members notice at least 45 days before the meeting of the House of Delegates at which the amendment is to be presented.