

CODE OF BYLAWS
OF
INDIANAPOLIS BAR ASSOCIATION, INC.

Article I. MEMBERS AND DUES

Section 1.01 Members. The members of the Indianapolis Bar Association, Inc. (“Corporation”) shall be all Resident Members, Non-Resident Members and Special Members qualifying as such in these Bylaws (“Members”).

Section 1.02 Standard Members. Standard Members shall be persons who are members in good standing of the Bar of any state, territory or district of the United States and apply for such membership in the Corporation by a properly completed application form prescribed from time to time by the Board of Directors.

Section 1.03 Special Members. Special Members shall include each eligible person who applies for membership in this Corporation as a Special Member or who is otherwise eligible, as provided in this Section:

- (a) By Application. The following persons may become a Special Member by applying for such membership by a properly completed application form prescribed from time to time by the Board of Directors:
- 1) Special Member (Judiciary). A member of the judiciary sitting in Marion County, Indiana.
 - 2) Special Member (Faculty). A full-time member of the faculty of any accredited educational institution located in the State of Indiana; however, if such member is not on the faculty of any law school located in Indiana, such person must be a member in good standing of the Bar of any state, territory or district of the United States.
 - 3) Special Member (Government). A full-time employee of the government of Marion County, the State of Indiana or the United States who is a member in good standing of the Bar of any state, territory or district of the United States.
 - 4) Special Member (Indigent Service Provider). A full-time employee of legal service provider recognized by the Heartland Pro Bono Council engaged in serving the legal needs of indigent persons.
 - 5) Special Member (Inactive Practice Status). A graduate from an accredited law school who is not engaged in the practice of law

but who desires to participate in the Corporation's programs and/or maintain an affiliation with the Corporation.

- (b) By Board Action. Special Members shall also include the following persons upon action of the Board of Directors:
- 1) Special Member (Sustaining). A person who, while a Resident Member, Non-Resident Member or Special Member, and in lieu thereof, is designated a Special Member (Sustaining) by the Board of Directors because in the sole discretion of the Board of Directors, he or she has made a significant financial or other contribution to this Corporation.
 - 2) Special Member (Board Designated). Any other person designated as a Special Member by the Board of Directors.
 - 3) Special Member (Life). A person who has attained the age of at least 70 years, and has been a Resident Member, Non-Resident Member or Special Member for at least 10 years, shall be a Special Member (Life), in lieu of any other class of membership. A Life Member shall remain a Member for the rest of his or her life or until he or she resigns, or such membership is revoked as herein provided, so long as he or she is a member of the Bar of any state, territory or district of the United States.

Section 1.04 Revocation, Suspension, Expulsion or Termination of, or Resignation from, Membership.

- (a) Disbarment or Suspension. If, after becoming a Member, the Member is disbarred or suspended from the practice of law in any jurisdiction for more than 60 days, the Member's membership in the Corporation shall be automatically terminated effective as of the date of such disbarment or suspension. A certified copy of the disbarment or suspension order shall be obtained by the Corporation before the Member's membership is terminated.
- (b) Nonpayment of Dues. A Member's membership in the Corporation shall also be automatically suspended or terminated for nonpayment of dues as provided in Article I, Section 7 of these Bylaws.
- (c) Other Cause, Procedure. The membership of any Member in the Corporation may be suspended or terminated for other cause by resolution adopted at a meeting of the Board of Directors by at least 2/3rds of all the then duly elected and serving Directors, having taken into consideration all of the relevant facts and circumstances. The Member shall be provided with no less than fifteen (15) days prior written notice, delivered to the Member personally or sent by first class or certified U.S. mail, sent to the Member's last address shown on the Corporation's

records, of the suspension or termination, the effective date thereof and the reasons therefore. Such notice shall invite the Member to appear in person before the Board of Directors or submit the Member's position in writing to the Board of Directors on a date not less than five (5) days before the effective date of the suspension or termination. At the hearing or upon review of the Member's written position, the Board of Directors shall uphold or reverse the suspension or termination by at least 2/3rds of all the then duly elected and serving Directors.

- (d) Resignation. A Member may resign at any time by providing written notice thereof to the Secretary or Executive Director of the Corporation.

Section 1.05 Dues. Annual dues of all Members, except honorary members, shall be determined and fixed from time to time by the Board of Directors and shall be payable in advance when billed by the Association.

Qualified persons applying and accepted for membership prior to July 1st of any year shall pay dues for the full year. Qualified persons applying and accepted for membership after July 1st of any year shall pay one-half of the yearly dues. The application of each person applying for membership shall be accompanied by the dues, if any, for the first calendar year of membership applicable to such person, and shall not be considered complete and acceptable without such dues.

Section 1.06 Payment of Dues; Delinquency. Prior to the 1st of December in each year the Corporation, under the direction of the Treasurer, shall give notice to each Member of the dues to be paid for the next calendar year. All such notices shall be sent to the Members at the Members' last address shown on the Corporation's records. At least one (1) such notice shall be sent to Members by first class U.S. Mail or delivered to them personally. If the dues of any Member are not paid by March 31st of the year for which they are owed, the membership of such Member then delinquent shall be automatically suspended as provided in Article I, Section 5 hereof, and such suspended Member shall have no voting or other rights available to Members. Thereafter, such suspended Member may be reinstated by the payment of all delinquent dues. If the membership of any suspended Member is not reinstated before the end of the calendar year for which they are due, the membership of the suspended Members shall be automatically revoked as of the end of such year. Thereafter, such individual may become a Member only by resubmitting an application for membership as prescribed by these Bylaws, and paying all dues unpaid for the calendar year for which the Member's membership was revoked and all other dues required to be paid with such application. For cause shown the Board of Directors may extend the time limit for payment of dues for any Member.

Section 1.07 Review of Dues. A review of the dues structure of the Corporation shall be conducted annually by the Board of Directors.

Section 1.08 Law Students. Any person who is a student at any accredited law school or who has graduated from an accredited law school and has not been admitted to the Bar of any state, territory or district of the United States (and who is in the process of seeking admission to the Bar) may apply to be associated with the Corporation, and upon acceptance by the Board of Directors, shall be designated a "Law Student Associate Member." Until April 1, 2002, each such person shall pay dues of \$20.00 for each calendar year that he or she is associated with the Corporation as a law student; provided, however, dues paid after July 1 of each calendar year shall be one-half of the yearly dues. Effective April 1, 2002, each person shall pay dues of \$45.00 for each calendar year that he or she is associated with the Corporation as a law student, or a single payment of \$95.00 so long as such person is a Law Student Associate Member. He or she shall not be considered a Member of the Corporation, and shall have no vote or interest in the property of the Corporation. Law Student Associate Members shall have such rights and privileges as the Board of Directors may from time to time determine by resolution.

Section 1.09 Paralegals. Any person who is currently employed in Indiana whose job classification is "paralegal" (or any equivalent term) as defined by Indiana Code 1-1-4-6(a), may apply to be associated with the Corporation, and upon acceptance by the Board of Directors, shall be designated a "Paralegal Associate Member". Each such person shall pay dues as set by the Board of Directors for each calendar year that he or she is associated with the Corporation. He or she shall not be considered a member of the Corporation and

shall have no vote or interest in the property of the Corporation. Paralegal Associate Members shall have such rights and privileges as the Board of Directors may from time to time determine by resolution.

Article II. MEETINGS OF MEMBERS AND VOTING

Section 2.01 Annual Meetings. An annual meeting of Members (“Annual Meeting”) shall be held at such time and place in the month of January each year as is established by the Board of Directors.

Section 2.02 Regular Meetings. Regular meetings of the Members shall be held monthly, except as otherwise specified by the Board of Directors.

Section 2.03 Special Meetings. Special meetings of the Members may be called by the President, by a majority of the Executive Committee or Board of Directors, or by written demand to the Secretary of the Corporation signed by not less than one hundred (100) of the Members entitled to cast a vote on the issue proposed to be considered at such meeting describing the purpose for which the meeting is to be held.

Section 2.04 Place of Meetings. The Annual Meeting and all meetings for the election of officers and Directors shall be held in the City of Indianapolis. All other Regular and Special meetings of the Members shall be held at such place, either within or without the State of Indiana, as shall be specified in the notice thereof.

Section 2.05 Notice of Meetings. Written notice of all meetings of the Members, stating the place, date and time of the meetings, shall be either delivered personally or mailed by the Secretary not less than ten (10) days before the date of such meeting (or, if notice is mailed by other than first class or registered mail, thirty (30) to sixty (60) days before the meeting date), to each Member of record entitled to vote at such meeting, at such address for such Member as appears upon the records of the Corporation, or published not less than ten (10) days and not more than thirty (30) days before the meeting date in a newspaper of general circulation in the county in which the Corporation has its principal office. Notice of any special meeting shall include a description of the purpose of the meeting. Notice of an annual or regular meeting need not include such a description except if any of the following matters are to be considered: ratification of transactions between Board members and the Corporation, if required of Members, amendments to the Articles of Incorporation of the Corporation, approval of a merger or dissolution of the Corporation, or disposition of substantially all of the Corporation’s assets.

Section 2.06 Waiver of Notice. Notice of any meeting may be waived before or after the date of the meeting if the waiver is in writing, is signed by a Member entitled to notice and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation’s records. A Member’s attendance at any meeting

waives objection to lack of or defective notice of a meeting and to consideration of a particular matter at a meeting that is not within the purpose described in the meeting notice, unless the Member at the beginning of the meeting objects to holding the meeting or objects to considering the matter not within the notice when the matter is presented.

Section 2.07 Quorum at Meeting of Members. At any meeting of Members, fifty (50) Members shall constitute a quorum, and a majority vote of those present and voting shall be necessary for the transaction of any business at the meeting, unless a greater number is required by law or these Bylaws. Only matters described in the notice of the annual or regular meeting may be voted upon, unless one third (1/3) of the membership is present in person.

Section 2.08 Manner of Voting.

- (a) Proxy Voting and Written Consent. Proxy voting by or for Members and Written Consent shall be prohibited.
- (b) Voting for Elections. All voting in elections shall be taken at a duly called meeting of the Members. A Member entitled to vote at any such meeting of Members may vote in person or by absentee voting forms. Absentee voting forms shall be in such form, and may contain such additional information, as the Board of Directors may direct, but shall include the information as required by these Bylaws, the Articles or the applicable statutes. Absentee voting forms must be requested by a Member, in person, at the Registered Office of the Corporation or by written request addressed to the Registered Office of the Corporation which request may be received by the Corporation on or before at least two (2) business days before the day of the election. The absentee voting form, in the form prescribed and distributed, must be returned to the Registered Office of the Corporation on or before 11:00 A.M., local time, on the day of the election. Absentee voting forms timely returned shall be irrevocable. Absentee voting forms requested in advance and not properly or timely voted will be void as of 11:01 A.M., local time. Members who request an absentee voting form prior to the election, but do not timely return the absentee voting form forwarded to them, are entitled to vote at the meeting.
- (c) Voting in Matters Other Than Elections.
 - (i) Voting at Meetings. All voting in matters other than elections which is taken at a duly called meeting of the Members shall be by voice vote. Written ballots in matters other than elections shall be prohibited at any such meeting. A Member entitled to vote in matters other than elections at any such meeting may only vote in person.

- (ii) Voting Other Than at Meetings. Voting in matters other than elections which do not take place at a duly called meeting of the Members shall be by written ballot. Written ballots in matters other than elections shall be delivered to every Member entitled to vote in matters other than elections in the manner prescribed by statute.

Section 2.09 Date of Determination of Voting Rights. The Board of Directors may fix a membership record date, not exceeding seventy (70) days preceding the date appointed for any meeting of Members, for the purpose of determining the Members entitled to notice of and to vote at such meeting, to demand a special meeting or to take any other action. In the absence of action by the Board of Directors to set such a record date, no Member shall be entitled to vote or take any other action at any meeting of Members unless he or she shall have been a Member on the 10th day next preceding the date of such meeting.

Section 2.10 Voting List.

- (a) Preparation of List. After fixing a record date for a notice of a meeting, the Secretary shall prepare a list of the names of the Corporation's Members who are entitled to notice of a Members' meeting, showing the address and number of votes each Member is entitled to vote at the meeting. The Secretary shall prepare on a current basis through the time of the meeting a list of Members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be a part of the list of Members.
- (b) Open for Inspection. The list of Members must be available for inspection by a Member for the purpose of communication with other Members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A Member or a Member's agent may, on written demand, inspect and copy the list, during regular business hours and at the Member's expense, during the period the list is available for inspection.
- (c) Available at Meetings. The Corporation shall make the list of Members available at the meeting, and a Member or the Member's agent may inspect the list at any time during the meeting or an adjournment.
- (d) Effect of Failure to Prepare. Refusal or failure to prepare or make available the list of Members does not affect the validity of an action taken at the meeting.

Section 2.11 Rules of Order. Meetings of Members shall be governed by the Roberts' Rules of Order as revised from time to time, so long as such rules are not inconsistent with the Articles of Incorporation, these Bylaws or any special

rules of order adopted by the Board of Directors.

Article III. BOARD OF DIRECTORS.

Section 3.01 Board of Directors. A Board of Directors elected by the Members shall generally manage the business of the Corporation and determine all policy matters of the Corporation.

Section 3.02 Number; Membership.

- (a) Voting Members. There shall be 24 voting members (“Directors”) of the Board of Directors, including the 4 President-appointed Vice Presidents and the 9 Member-elected officers identified in Article IV, Section 1 of these Bylaws, the Member who was President immediately preceding the serving President (“Immediate Past President”), and 10 Directors elected at-large by the Members as provided in this Article III.
- (b) Non-Voting Members. An Eleventh District Representative to the Board of Directors of the Indiana State Bar Association, a duly designated representative of the Marion County Bar Association, the president of the Indianapolis Bar Foundation, the Dean of the Indiana University School of Law – Indianapolis or a duly designated representative, and the General Counsel to the Corporation, shall be members of the Board of Directors, without vote, to serve so long as he or she serves in such qualifying capacity and is a Member.

Section 3.03 Vice Presidents. The President shall appoint four (4) Vice Presidents to generally supervise various committees, sections, programs or services of the Corporation as assigned by the President, and shall monitor and report related progress to the President, Board of Directors and Executive Committee. Vice Presidents shall serve a term not longer than the appointing President’s term of office.

Section 3.04 Elected-Officer Directors. The Member elected by the Members as President-Elect thereby shall be designated to serve a term as a Director coincident with his or her terms as President-Elect, President and Immediate Past President. The Member elected by the Members as 1st Vice President thereby shall be designated to serve a term as a Director coincident with his or her terms as 1st Vice President, President-Elect, President and Immediate Past President. The Secretary, the Treasurer, the Representatives of the Young Lawyers Division, Women and the Law Division, Senior Counsel Division and Law Student Division, and the Delegate to the American Bar Association that year shall be designated as Directors as a result of their election as such officer of the Corporation, respectively, as provided in these Bylaws, for a term of office as a Director coincident with his or her term of office as an officer of the Corporation.

Section 3.05 At-Large Directors. Five (5) of the Ten (10) Members to be elected as at-large members of the Board of Directors shall be elected by the Members entitled to vote at the Annual Board Election held in even numbered years, from among the candidates nominated by the Nominating Committee pursuant to these Bylaws, and the remaining five (5) at-large members of the Board of Directors shall be elected by the Members entitled to vote at the Annual Board Election held in odd numbered years, from among the candidates nominated by the Nominating Committee pursuant to these Bylaws. The five (5) candidates for the at-large Director positions to be filled who have received the highest number of votes shall be declared duly elected.

Section 3.06 Term of At-Large Directors. Each at-large Director elected by the Members shall serve a term beginning immediately following the close of the Annual Meeting next following his or her election, and ending at the close of the 3rd Annual Meeting next following his or her election, or until his or her successor is duly elected and qualified.

Section 3.07 Vacancies. If any vacancy occurs in a Member-elected Board of Director position, the position shall be filled by appointment of the President and the appointee shall serve the remainder of the term of the vacated board seat. If any vacancy occurs in an officer position, the position shall be filled in the same manner as the corresponding Member-elected officer position as provided in these Bylaws.

Section 3.08 Regular Meetings. Regular meetings of the Board of Directors shall be held each month, except during the months of July and August, at such times and places, either within or without the State of Indiana, as may be fixed by the Board of Directors. The Board of Directors may cancel any regular meeting or change the time or place of the meeting, upon the written approval of a majority of the Directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the Board of Directors.

Section 3.09 Special Meetings. Special meetings of the Board of Directors may be called by the President or by not less than a majority of the then duly elected and serving Directors. Notice of the time and place, either within or without the State of Indiana, of a special meeting shall be served upon, telephone, telecopied or electronically mailed to each Director at least 24 hours, or mailed by U.S. Mail, postage prepaid and properly addressed to each Director at his or her usual place of business or residence at least 5 days prior to the time of the meeting. Directors may waive a notice by a writing signed by the Director entitled to notice and filed with the minutes or Corporation's records either before the time of the meeting or after the meeting. Attendance by a Director in person at any such special meeting shall constitute a waiver of unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote or assent to action taken at the meeting.

Section 3.10 Quorum. A majority of the actual number of Directors then serving shall be necessary to constitute a quorum for the transaction of any business, and the affirmative vote of a majority of the Directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Meetings of the Board of Directors or any committee thereof may be attended by the Directors in person or by means of conference telephone or similar communications equipment by which all Directors participating in the meeting can communicate with and hear each other. Participation by these means will constitute presence in person at the meeting.

Section 3.11 Consent Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is evidenced by a written consent describing the action taken, signed by all Directors or all members of such committee, as the case may be, and filed with the minutes of proceedings of the Board of Directors or committee. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a prior to subsequent effective date. Such written consent has the effect of a meeting vote.

Section 3.12 Removal of Directors. Unless otherwise provided in the Articles of Incorporation, any Director may be removed, with or without cause, at a meeting of Members called expressly for that purpose, by a vote of not less than a majority of the Members, then entitled to vote at the election of Directors.

Section 3.13 Interest of Directors in Contracts. Any contract or other transaction between the Corporation or any corporation in which the Corporation owns a majority of the capital stock shall be valid and binding, notwithstanding that any Director is also a member of the Board of Directors, officer or employee of or is financially interested in such other corporation. Any contract or other transaction between the Corporation and any Director who has any interest shall be valid for all purposes, notwithstanding the presence of such Director at a meeting at which action is taken and notwithstanding his or her participation in such action, if (a) the fact of such interest shall be disclosed or known to the Board of Directors or committee and the Board of Directors or committee shall authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such a vote unless fact of such interest shall be disclosed or known to the Members entitled to vote thereon and the Members shall authorize, approve or ratify such contract or transaction by a majority vote of all the Members then entitled to vote, excluding the vote of the interested Director, or (c) the contract or transaction is fair and reasonable to the Corporation. This Section shall not be construed to invalidate any contract or common and statutory law applicable thereto. For purposes solely of this Section, "Directors" shall include the Non-Voting Members of the Board of Directors.

Article IV. OFFICERS.

Section 4.01 Member-Elected Officers. The officers of the Corporation to be elected by the Members (the "Member-elected officers") shall be the following:

- (a) President
- (b) President-Elect
- (c) 1st Vice President
- (d) Secretary
- (e) Treasurer
- (f) Representative, Young Lawyers Division
- (g) Representative, Women and the Law Division
- (h) Representative, Senior Counsel Division
- (i) Representative, Law Student Division
- (j) Delegate to the American Bar Association

Section 4.02 Election of Member-Elected Officers; Terms. Each Member-elected officer designated by these Bylaws shall be elected by the Members at the Annual Board Election form among the candidates nominated by the Nominating Committee pursuant to these Bylaws by receiving the highest number of votes of the Members voting in such election and cast for such office, to serve respective terms as follows:

- (a) President. The President-Elect shall automatically succeed to the office of the President upon the end of the term of office of his or her predecessor, or upon such predecessor's resignation, removal or death, and his or her term of office of President shall end at the close of the 4th Annual Meeting next following his or her election as First Vice President.
- (b) President-Elect. The First Vice President shall automatically succeed to the office of the President-Elect upon the end of the term of office of his or her predecessor, or upon such predecessor's resignation, removal or death, and his or her term of office of President-Elect shall end when he or she assumes the office of President.
- (c) First Vice President. A First Vice President shall be elected each year to serve for a term beginning at the close of the 1st Annual Meeting next following his or her election First Vice President and ending when he or

she assumes the office of President-Elect. The First Vice President shall automatically succeed to the office of President-Elect upon the end of the term of office of his or her predecessor, or upon such predecessor's resignation, removal or death.

- (d) Secretary. A Secretary shall be elected every 2 years, in even numbered years, to serve for a term beginning at the close of the 1st Annual Meeting next following his or her election as Secretary and ending at the close of the 3rd Annual Meeting next following his or her election, or until his or her successor is duly elected and qualified.
- (e) Treasurer. The Treasurer shall be elected every 2 years, in odd numbered years, to serve for a term beginning at the end of the 1st Annual Meeting next following his or her election as Treasurer and ending at the close of the 3rd Annual Meeting next following his or her election, or until his or her successor is duly elected and qualified.
- (f) Representative of Divisions. Each Representative of a Division serving as a Director shall be a member of the Division, which he or she represents. Each Representative of a Division shall be elected each year to serve for a term beginning at the close of the 1st Annual Meeting next following his or her election and ending at the close of the 2nd Annual Meeting next following his or her election, or until his or her successor is duly elected and qualified.
- (g) Delegate to American Bar Association. The Delegate to the American Bar Association shall be elected every 2 years, in the even numbered years, to serve a term beginning at the end of the 1st Annual Meeting next following his or her election and ending at the close of the 3rd Annual Meeting next following his or her election, or until his or her successor is duly elected and qualified.

Section 4.03 Duties of Member-elected Officers. The duties of the Member-elected officers shall be as follows:

- (a) President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. The President shall supervise the administration of the affairs of the Corporation and perform such other duties as may be assigned by the Board of Directors or Executive Committee.
- (b) President-Elect. The President-Elect shall discharge the duties of the President during his or her absence or disability. The President-Elect shall prepare for the administration of the Corporation and shall perform such duties as may be assigned by the Board of Directors or Executive Committee.

- (c) First Vice President. The First Vice President shall prepare for the administration of the Corporation and shall perform such duties as may be assigned by the Board of Directors or Executive Committee.
- (d) Secretary. The Secretary shall keep a record of all proceedings of meetings of the Corporation, the Board of Directors, the Members and the Executive Committee and authenticate records of the Corporation. The Secretary shall maintain a roster of the Members, Paralegal and Student Associate Members and shall issue notices of all meetings. The Secretary shall perform such other duties as may be assigned by the Board of Directors or Executive Committee.
- (e) Treasurer. The Treasurer shall supervise the collections, disbursements and handling of all funds of the Corporation and shall supervise the maintenance of accurate and current financial records. The Treasurer shall be responsible for preparing an annual budget and shall assist in the maintenance of a current roster of Members. The Treasurer shall perform such other duties as may be assigned by the Board of Directors or Executive Committee.
- (f) Representative, Young Lawyers Division. The Representative of the Young Lawyers Division shall be the representative of the Young Lawyers Division on the Board of Directors and serve as the liaison between such Division and the President, Board of Directors and Executive Committee.
- (g) Representative, Women and the Law Division. The Representative of the Women and the Law Division shall be the representative of the Women and the Law Division on the Board of Directors and serve as the liaison between such Division and the President, Board of Directors and Executive Committee.
- (h) Representative, Senior Counsel Division. The Representative of the Senior Counsel Division shall be the representative of the Senior Counsel Division on the Board of Directors and serve as the liaison between such Division and the President, Board of Directors and Executive Committee.
- (i) Representative, Law Student Division. The Representative of the Law Student Division shall be the representative of the Law Student Division on the Board of Directors and serve as the liaison between such Division and the President, Board of Directors and Executive Committee.
- (j) Delegate to the American Bar Association. The Delegate to the American Bar Association shall represent the Corporation at all meetings of the American Bar Association, and serve as the liaison between the American Bar Association and the President, Board of Directors, and Executive Committee.

Section 4.04 Vacancies. In the event of a vacancy in any Member-elected office, such vacancy shall be filled as follows:

- (a) Vacancy in Office of President. Except as otherwise provided by law, in the Articles of Incorporation or these Bylaws, in the event of a vacancy in the office President, the President-Elect immediately shall become the President to serve until the end of the 2nd Annual Meeting following such vacancy.
- (b) Vacancy in Office of President-Elect. If a vacancy occurs in the office of President-Elect or First Vice President, the vacancy shall be filled in the following manner: the Nominating Committee shall announce the fact of the vacancy to the Members as soon as practicable, and a nomination or nominations for such vacancy shall be made by the Nominating Committee and announced to the Members thereafter, with an opportunity for the Members to submit nominations for the consideration of the Nominating Committee (with each Member who is proposed by 50 or more Members being automatically nominated by the Nominating Committee), and the Members shall then elect the Member to fill the vacancy at the first meeting of the Members held 10 or more days next following the announcement of nominees by the Nominating Committee, with notice of the election and the names of the nominees mailed or otherwise given to the Members at least 10 days prior to the election. The Member receiving the highest number of votes of the Members voting at such meeting shall be elected to the office of President-Elect. The Member elected to fill the vacancy of President-Elect shall assume the responsibilities of the office immediately upon his or her election, and serve the remainder of the term of President-Elect and President of the person who has vacated the position of President-Elect.
- (c) Vacancy in Office of President and President-Elect. In the event of a vacancy in the office of President with no elected President-Elect to succeed to the office of President, the Board of Directors shall appoint one of the remaining Member-elected officers to serve as President pro tempore until a successor President and President-Elect is elected as provided in these Bylaws.
- (d) Vacancy in Offices of Other Member-Elected Offices. In the event of any vacancy occurring in the office of any other member-elected office during the term of office of the officer last elected to that office, such vacancy shall be filled as follows: the Nominating Committee shall announce the fact of the vacancy to the Members as soon as practicable, and a nomination or nominations for such vacancy shall be made by the Nominating Committee and announced to the Members thereafter, with an opportunity for the Members to submit nominations for the consideration of the Nominating Committee (with each Member who is proposed by 50 or more Members, or by the President-Elect or Divisions as provided in these

Bylaws, being automatically nominated by the Nominating Committee), and the Members shall then elect the Member to fill the vacancy at the first meeting of the Members held 10 or more days next following the announcement of nominees by the Nominating Committee, with notice of the election and the names of the nominees mailed or otherwise given to the Members at least 10 days prior to the election. The voting at such meeting shall be elected to fill the vacancy of the office. The Member elected to fill the vacancy shall assume the responsibilities of the office immediately upon his or her election, and serve the remainder of the term of the person who had vacated the position being filled.

Section 4.05 Board-Elected Officers. The Board of Directors may from time to time designate such other offices as it determines to be appropriate, and appoint persons to such offices for such terms and having such duties as the Board of Directors may provide. Any such officer so elected by the Board of Directors shall not be a voting member of the Board of Directors and shall serve a term that ends no later than the end of the next Annual Meeting next following his or her election.

Article V. EXECUTIVE COMMITTEE.

Section 5.01 Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, First Vice President, Secretary, Treasurer, the 4 Vice Presidents, and the Immediate Past President. The General Counsel to the Corporation shall attend the meetings of the Executive Committee, without vote.

Section 5.02 Duties of Executive Committee. The Executive Committee shall supervise the affairs of the Corporation between meetings of the Board of Directors, take such action as may be appropriate to effectuate policies of the Board of Directors and the Corporation, and perform such other duties delegated to it by the Board of Directors.

Article VI. NOMINATING COMMITTEE AND ELECTION PROCESS.

Section 6.01 Appointment of Nominating Committee; Purpose. The President-Elect shall appoint each year seven Members to serve as the Nominating Committee, and designate one such appointee as Chair, to nominate a candidate or candidates to be elected to each Member-elected officer and Director position to be filled at the close of the next Annual Meeting, to nominate candidates to fill vacancies as they may arise, and to nominate a delegate or delegates or others to serve or represent the Corporation as the Board of Directors may request from time to time.

Section 6.02 Solicitation of Nominations. The names of the members of the Nominating Committee, the name of the Chair and a listing of the positions to be filled at the next election of Member-elected officers and Directors shall be

mailed to the Members on or before August 1 of each year. At any time on or before September 1 of the year in which such election is to occur, proposals for nominees, in such form as the Nominating Committee may from time to time prescribe, may be made to the Nominating Committee as follows:

- (a) Proposed Nominees by President-Elect. The President-Elect may submit to the Nominating Committee the names of 4 Members to fill the 4 offices of Vice President.
- (b) Proposed Nominees by Divisions. The executive councils of the Young Lawyers Division, the Women and the Law Division, and the Senior Counsel Division may each nominate the name of any member or members of its respective Division who is a Member to serve that Division's Representative.
- (c) Proposed Nominees by Members. Any Member, individually or jointly with one or more other Members, may propose to the Nominating Committee the name of any Member as a candidate for any position to be filled at the next election of Member-elected officers and Directors, and each member shall be encouraged to do so with the announcement of the names of the members of the Nominating Committee.

Section 6.03 Nominations. The Nominating Committee shall nominate at least one candidate for election to each position to be filled by election at the next election of Member-elected officers and Directors, giving due consideration to all persons whose names have been submitted to the Nominating Committee by any Member or Members, provided:

- (a) Proposed Nominees by President-Elect. Any person proposed for nomination for a Vice President by the President-Elect as provided in Section 5.02 above shall be automatically nominated by the Nominating Committee to the office for which he or she is so nominated.
- (b) Proposed Nominees by Divisions. Any person proposed for nomination by the executive council of a Division as provided in Section 5.02 above shall be automatically nominated by the Nominating Committee to the office of Representative of that Division.
- (c) Proposed Nominees by Members. Any person whose name for nomination to a position to be filled has been submitted to the Nominating Committee by 50 or more Members in accordance with these Bylaws shall be automatically nominated by the Nominating Committee to the office for which he or she is so nominated by 50 or more Members.
- (d) Other Nominees. Any person nominated by the Nominating Committee, other than those nominees automatically nominated as provided in this Section, shall be nominated by at least a majority of all the voting members of the Nominating Committee. No member of the Nominating

Committee may be nominated as a candidate for election to any position to be filled.

Section 6.04 Announcement of Nominations. The names of all Members nominated by the Nominating Committee as candidate for election to each position to be filled, identified with the position for which he or she has been nominated, shall be announced at the Gathering of Members prior to the Board Election. The names of all candidates, with an identification of the position for which each has been nominated, shall be included with the notice of the Board Election mailed to the Members. With the written announcement of the names of all candidates, the Members shall be informed that the persons to be chosen for the positions to be filled shall be elected at the Board Election, and that those so elected as a Member-elected officer by the Members shall also be then elected as a Director as provided in these Bylaws. The procedure for obtaining a written voting form as may be prescribed by the Board of Directors and these Bylaws shall be included with the mailing of the notice to the Members with instructions on the manner in which a Member may vote by written voting form. Names of all uncontested Members nominated by the Nominating Committee as candidate for election to each position to be filled, identified with the position for which he or she has been nominated, shall be announced to all Members in the same manner. No further election process need be followed for those uncontested.

Section 6.05 Election Process. Voting on nominees may be secret if the election is contested. Each Member shall have one vote for each position to be filled, and may vote in person by written voting form provided at the meeting at which the vote is taken, or by written voting form delivered in accordance with such procedures as may be established in or pursuant to these Bylaws and published to the Members prior to the election. There shall be no cumulative voting. All votes shall be counted immediately by the Secretary of the Corporation and Chair of the Nominating Committee at the conclusion of voting. The four candidates for the positions of Vice President, the five candidates for the positions of at-large Director to be elected at that meeting, and the candidate for each other Member-elected officer and Director position to be filled who receive the highest number of all votes cast shall be elected to such positions or position, respectively. The name of each Member so elected as a Member-elected officer and/or Director shall be announced by the Secretary to the Members present at the meeting. Each person so elected shall assume the duties of the office to which he or she was elected, and as a Director, at the close of the Annual Meeting next succeeding his or her election.

Section 6.06 Nominations of Delegates or Others. The Nominating Committee shall also from time to time nominate persons to serve as delegates or representatives of the Corporation to other organizations or meetings, and to fill other positions not otherwise provided for by these Bylaws, as the Board of Directors may request, under such procedures as the Board of Directors may prescribe by resolution.

Article VII. DIVISIONS.

Section 7.01 Divisions. The following Divisions of the Corporation are hereby created:

- (a) Young Lawyers Division.
- (b) Women and the Law Division.
- (c) Senior Counsel Division.
- (d) Law Student Division.

All persons who are members of a Division shall be a Member and shall meet the eligibility requirement of the Division as established from time to time by the executive council of the Division with the approval of the Board of Directors, consistent with these Bylaws.

Section 7.02 Division Chair. Each Division shall be headed by a Chair who shall be a member of the Division of which he or she is Chair, and selected by that Division pursuant to the Bylaws of the Division.

Section 7.03 Purpose of the Divisions. The Divisions established by these Bylaws shall have the following purposes:

- (a) Young Lawyers Division. The Young Lawyers Division shall address the concerns and promote the interests of the Members who are age 36 or younger, and others who are in their first three years of the practice of law, including, without limitation, the encouragement of the involvement of such Members in the activities and business of the Corporation.
- (b) Women and the Law Division. The Women and the Law Division shall address the concerns and promote the interests of the Members who are women, including, without limitation, addressing and advocating solutions to concerns particularly applicable to women lawyers as a group.
- (c) Senior Counsel Division. Attorneys with 25 years legal experience, or the age of 55, or those retired from the active practice of law, are encouraged to participate in the Senior Counsel Division and to provide their experience and advice to the Corporation and its members in matters involving the advancement of the practice of law.
- (d) Law Student Division. The Law Student Division shall address the concerns and promote the interests of the Members who are law students, including, without limitation, the encouragement of the involvement of such Members in the activities and business of the Corporation.

Section 7.04 Management of Divisions. The Divisions shall each establish an executive council, to include the Chairs, the Representative of that Division

serving as a Director if someone other than the Chair, and other persons eligible to be a member of the Division Executive Council, pursuant to the Bylaws of the Division adopted from time to time by its executive council. The Executive Council of each Division shall, with the approval of the Board of Directors, create Bylaws, and may assess and collect dues, and conduct activities and functions appropriate to the interests and purposes of the Division.

Article VIII. COMMITTEES.

Section 8.01 Standing Committees. The Board of Directors shall have the power to create or abolish standing committees; provided, the Corporation shall have as standing committees a “Committees on Grievances” to function as provided in these Bylaws, a “Budget and Finance Committee” to oversee the budget and financial affairs of the Corporation, and a “Sunset Committee” to periodically review, not less frequently than once every 2 years, the efficacy of the Committees and Sections of the Corporation, and make recommendations with respect thereto to the Board of Directors. A list of existing standing committees, together with their then current officers, shall be published annually by the Corporation, and such standing committees shall continue from year to year, until abolished by the Board of Directors.

Section 8.02 Chair and Chair-Elect. Unless the Board of Directors directs otherwise, the Chair of each committee shall be appointed by the President; provided, the Chair of the “Committee on Grievances” shall be appointed by the President with the advice and consent of the Board of Directors, the Chair of the “Budget and Finance Committee” shall be the serving Treasurer of the Corporation, and the Chair of the “Sunset Committee” shall be the serving Secretary of the Corporation. Unless the Board of Directors directs otherwise, each committee shall have a Chair-Elect, which shall be filled by appointment by the President-Elect. All Chairs and Chair-Elects appointed by the President or President-Elect shall serve only during the term of the officer appointing him or her at such officer’s pleasure, and may be removed from such position by such appointing officer or the Board of Directors at anytime.

Section 8.03 Committee Members. Unless the Board of Directors directs otherwise, all committee members shall be Members and shall be appointed by the President; provided the Chairs of the standing committees as provided hereinabove and any Chair-Elect appointed by the President-Elect shall be committee members.

Section 8.04 Special Committees. The President may from time to time create one or more special committees, and appoint their officers and members, for the purpose of conducting Corporation business not otherwise provided for. Special committees shall exist so long as is necessary to conduct assigned business, but in no event longer than the term of the President creating them.

Section 8.05 Actions a Committee May Not Take. No Committee, including the Executive Committee, may do any of the following:

- (a) Authorize distributions.
- (b) Approve or recommend to Members:
 - (i) dissolution;
 - (ii) merger;

- (iii) sale;
 - (iv) pledge; or
 - (v) transfer;
of all or substantially all of the Corporation's assets.
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on a committee.
- (d) Adopt, amend, or repeal the Corporation's Articles of Incorporation or Bylaws.

Article IX. SECTIONS

Section 9.01 Sections. Sections may be established by the Board of Directors for the purpose of sharing and promoting among the Members knowledge of substantive areas of the law. Each Section shall be managed by an executive council elected from among the members of the Section. Officers of a Section shall be elected by the members of the Section, and each shall serve until his or her successor is duly elected and qualified. A list of Sections and their current officers shall be published from time to time by the Corporation, and such Sections shall continue from year to year, or until abolished by the Board of Directors. Sections may assess dues established by the Board of Directors and, with the approval of the Board of Directors, create Bylaws and conduct activities and functions appropriate to the interests and purposes of the Section.

Section 9.02 Creation or Abolishment of Sections. A Section may be created by the Board of Directors, in its sole discretion, upon petition signed by 10 or more Members requesting the creation of a Section and expressing a willingness to serve. A Section may be abolished at anytime by a majority vote of the Board of Directors.

Section 9.03 Members. Any Member may become a member of a Section upon application and payment of the applicable dues. All members of a Section shall be Members.

Article X. GRIEVANCES.

Section 10.01 Complaint. Whenever any complaint is or any charges are referred alleging any violation of the Rules of Professional Conduct against any Member of the Bar or other persons practicing law in Marion County, Indiana, whether a Member of the Corporation or not, for misconduct in his or her profession, the person or persons referring such complaint or charges shall

subscribe and present the same in writing, plainly stating the matter complained of, with particulars of time, place and circumstances. Such charges shall be filed with the Disciplinary Commission of the Supreme Court of Indiana. Upon request by the Disciplinary Commission, the Corporation by its Committees on Grievance shall investigate all such claims of misconduct referred to it by the Commission in accord with Indiana Supreme Court Admission and Discipline Rule 23, Section 5, and upon completion of its investigation shall forward its investigation report to the Commission.

Section 10.02 Investigation. Upon receipt of a request for investigation from the Commission, the Grievance Committee Coordinator shall refer the request to a Chair of one of the Grievance Committees. Upon the reference of any complaint or charges so preferred, the Chair shall forthwith designate one or more of the Committee to make a full investigation of any such matters.

The investigation shall be conducted in a confidential and informal manner. Upon its completion, a written report thereof shall be promptly submitted to the Chair of the Committee. The report shall succinctly state the matter complained of, the issues presented, and the findings of the investigation. Thereupon said report shall be submitted to the Committee, which shall act through a majority of its members present. The Committee may make a non-binding recommendation or recommendations to the Disciplinary Commission in its report.

The Grievance Committee Coordinator upon receiving the report shall determine that the report is in proper form and then shall forward the same to the Disciplinary Commission.

In accord with Admission and Discipline Rule 23, Section 5, there shall be no action for the imposition of discipline by the Committee.

Section 10.03 Expenses. The reasonable expenses incurred by the Committees on Grievance in such investigations shall be paid out of the funds of the Corporation under the discretion of the Executive Committee; or in such manner and in such cases as the Board of Directors may from time to time designate and authorize.

Section 10.04 Grievance Committee Coordinator. The President may appoint a Member to the position of Grievance Committee Coordinator. The coordinator shall serve at the pleasure of the President. He shall work with the Chair of the Grievance Committees in expediting the handling of grievance matters and coordinating the work of the Committees to obtain consistent dispositions of grievance matters.

Article XI. MISCELLANEOUS

Section 11.01 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January of each year and end upon the last day of December of the same year.

Section 11.02 Capital Investment Accounts. No part of the principal or any funds set aside by resolution of the Board of Directors in a separate reserve account shall be used for operating expenses of the Corporation, as these expenses are so classified under generally accepted accounting principles unless the Board of Directors, by a vote of 2/3rds of its members, authorizes such expenditure of principal from the reserve account.

Section 11.03 General Counsel. The President may appoint General Counsel to the Corporation to advise the officers and the Board of Directors on legal matters affecting the Corporation or its business or activities. Any such General Counsel appointed by the President shall serve at the pleasure of that President, for a term not longer than the appointing President's term of office.

Section 11.04 Reports. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year most recently completed and an income statement for that year. The annual financial statement shall be mailed to any Member, upon the written demand of the Member. The Corporation shall take such additional steps as it shall deem appropriate to provide all Members with the annual balance sheet and income statement information, including, but not limited to, placing such information in a regular publication of the Corporation sent to all Members.

Article XII. AMENDMENTS.

These Bylaws may be amended by the Board of Directors at any duly called meeting of the Directors by a vote of at least 2/3rds of all the then duly elected and serving Directors; provided, no amendment shall be made to these Bylaws, as amended from time to time, that effect in any many whatsoever the election of the officers or Directors to be elected by the Members, the nomination process for such officers or Directors, the grievance procedures, or these By-law amendment procedures, unless any such amendment is first proposed to the Members by resolution adopted by at least 2/3rds of all the then duly elected and serving Directors, and such amendment is then approved by 2/3rds of the Members voting at any meeting of the Members duly called, with prior notice given to the Members of such meeting and the proposed amendment to these Bylaws.

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