

THE ALLEN COUNTY, INDIANA, BAR ASSOCIATION, INC.
BYLAWS
(Updated 02-19-19)

ARTICLE I

Name and Place

SECTION 1: The name of this organization is The Allen County Indiana Bar Association, Inc. (“Association”)

SECTION 2: The principal place of business of the Association is in Allen County, Indiana.

ARTICLE II

Membership

SECTION 1: There are three classes of membership in the Association: attorney, student and affiliate.

SECTION 2: Attorney members shall be those individuals who request membership and who meet all of the following requirements:

- (a) They are licensed to practice law in the State of Indiana; and
- (b) They pay appropriate membership dues per their membership category as set forth in Section 8.

SECTION 3: Student members shall be those students who request membership and meet the following requirements:

- (a) They attend law schools accredited by the American Bar Association; and
- (b) They pay the appropriate dues.

Student members shall have the right to attend:

- (a) continuing legal education meetings sponsored by the Association;
- (b) meetings of the Association's legal interest sections;
- (c) the Association's business meetings; and
- (d) social events sponsored by the Association.

SECTION 4: Affiliate members shall be paralegals, non-attorney professionals, court administrators, law firm administrators, and law librarians who request membership and who meet the following requirements:

- (a) They are sponsored by an attorney member of the Association.
- (b) They pay the initiation fee and dues prescribed.

Affiliate members shall have the right to attend:

- (a) continuing legal education meetings sponsored by the Association;
- (b) meetings of the Association's legal interest sections;
- (c) the Association's business meetings; and
- (d) social events sponsored by the Association.

SECTION 5: Former members who seek reinstatement or readmission to membership in the Association may be reinstated upon payment of the reinstatement fee by the Board.

SECTION 6: Acceptance of membership in the Association constitutes acceptance by the member of the Articles of Incorporation of the Association, these Bylaws, and the policies and regulations of the Association dealing with membership and professional discipline.

SECTION 7: Attorney members have full voting rights. Student members and affiliate members have no voting rights.

SECTION 8: Dues.

8.01 The Board shall establish annual dues for members based on the following categories.

- (a) Attorneys licensed to practice law in the State of Indiana using the following criteria:
 - (1) Those licensed to practice for more than 3 years
 - (2) Those licensed to practice for 1-3 years
 - (3) Those licensed to practice less than 1 year
- (b) Attorneys who have retired or are inactive from the practice of law;
- (c) Attorneys exclusively employed by a government entity, a not-for-profit corporation or by a law school;
- (d) Law Students; and
- (e) Affiliate members.

8.02 Delinquency of ninety (90) days in payment of dues shall terminate membership in the Association. The Board of Directors may from time to time make such other regulations with respect to the payment of dues, including delinquent dues, as it deems in the best interest of the Association.

8.03 Annual dues shall be payable on October 1 of each year, except that the dues of persons becoming members after April 1 will, for the remainder of that year of membership, be one-half of the annual dues and shall be due upon application.

SECTION 9: Removal From Roll of Attorneys. A member who is removed from the roll of attorneys admitted to the practice of law by the Supreme Court of Indiana (or, in the case members not admitted to Indiana but admitted to other jurisdictions, the appropriate comparable disciplinary body in the applicable jurisdiction), due to being disbarred or suspended for six months or more from the practice of law by such Court or appropriate comparable body, shall have his or her membership terminated automatically without refund of paid membership dues. Such terminated member upon being returned to the roll of attorneys admitted to the practice of law by the Supreme Court of Indiana or appropriate comparable body may apply for and be reinstated to the Association upon approval by the Board of Directors and upon payment of dues and reinstatement fees for the current year as set forth in this Article.

ARTICLE III

Elections

SECTION 1: The election of officers and directors shall be conducted at the annual meeting of the Association. A majority of the votes cast at the annual meeting shall be necessary for election. Voting by proxy shall not be permitted.

SECTION 2: At least twenty (20) days before the annual meeting, the Governance Committee shall submit to the secretary a written report nominating candidates for the officers and directors to be elected at the annual meeting, and designating the office for which each candidate is nominated. Any five (5) members may nominate candidates for officers and directors by filing in writing with the secretary not later than five (5) days before the annual meeting the names of such candidates and the office for which each candidate is nominated. Only candidates nominated by one of the above methods shall stand for election.

SECTION 3: The officers and directors shall qualify and enter upon their respective duties immediately upon their election.

ARTICLE IV

Meetings

SECTION 1: The annual meeting of the Association shall be held as near as possible to the first day of October. At the meeting, election of directors and officers shall be held and reports of sections, committees and officers may be submitted.

SECTION 2: The other meetings of the Association shall be held as called by the Board of Directors of the Association.

SECTION 3: Memorial meetings of the Association may be called at any time by the President or the Vice President.

SECTION 4: Special meetings of the Association may be called by the President, by the Board of Directors or by any ten (10) members of the Association. The President or the members calling the meeting shall sign their respective calls, and the Board of Directors shall call by adoption of a resolution. Each call of a special meeting shall contain a statement of the business to be considered at the meeting and shall be filed with the secretary at least two (2) business days before the date notice of the meeting is to be given. A special meeting shall not consider any business which is not stated in the notice.

SECTION 5: Notice of each meeting of the Association shall be given by the secretary in writing and addressed to each member at their designated mailing address, courthouse mail box, email address or facsimile number. Notice shall be given not later than:

- (a) in the case of an annual meeting, ten days before its date; and,
- (b) in the case of a special meeting, five days before its date or such shorter period of time as determined by the Board of Directors; and,
- (c) in case of a memorial meeting, at such time required to give reasonable notice.

Notice shall include the date, time and place for the meeting and in the case of an annual meeting, the names of nominees and the office for which each person is nominated, and in the case of a special meeting, a statement of the business of the meeting. The notice may include such other information as the President or the Secretary may deem appropriate or proper.

SECTION 6: Each meeting shall be held on the date and at the time and place specified in the notice.

SECTION 7: Twenty (20) members shall constitute a quorum at any meeting of the Association for the transaction of business, and any meeting may be adjourned by a vote of a majority of those present.

SECTION 8: All powers of the Association may be exercised at any meeting, except a memorial meeting.

ARTICLE V

Officers and Directors

SECTION 1: The Board of Directors shall manage the business and professional affairs of the Association. The number of directors which shall constitute the whole Board of directors shall be twelve (12). The number of directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

SECTION 2: The officers of the Association shall be: President; President-Elect; Vice President; Secretary; Treasurer. The Board of Directors shall consist of twelve (12) members as follows: the five (5) officers of the Association; the immediate Past President of the Association; and six (6) directors elected from the membership at large. The Board of Directors should include at least one (1) but no more than two (2) of each of the following: (a) judicial officers and (b) lawyers thirty-five (35) years of age, or younger, or who have been licensed to practice less than seven (7) years.

SECTION 3: All officers shall be elected annually for a term of one (1) year with the exception of the Treasurer, whose term shall be two (2) years. The immediate Past President shall serve as a director for one (1) year. The remaining six (6) directors shall serve for terms of two (2) years or less at the discretion of the Board. Directors may serve no more than three (3) consecutive terms. Former Directors may be reappointed after a gap of two (2) years.

SECTION 4: Five (5) members of the Board of Directors shall constitute a quorum for the transaction of any business except the filling of vacancies. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

SECTION 5: The Board of Directors shall meet at least once monthly and for such other special meetings as may be called by the President.

SECTION 6: Special meetings of the Board of Directors may be called by the President. The Secretary shall call a special meeting of the Board of Directors when requested to do so by any three directors. Notice of such meetings may be verbal or written.

SECTION 7: The Board of Directors may conduct a special meeting by means of a telephone or other electronic communications equipment allowing all members participating in the meeting to hear each other at the same time and speak during the meeting. Participation by such means shall constitute presence in person at a meeting. A written record of all action taken at such meeting shall be maintained.

SECTION 8: The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws. Unless otherwise provided by the Articles of Incorporation, any action by the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is received by the Secretary or Executive Director from 75% of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Written consent may be submitted either by mail, facsimile, or electronic mail.

SECTION 9: All vacancies occurring in the Board of Directors and in the officers, with the exception of the office of President, shall be filled by a majority vote of the remaining directors immediately after such vacancy occurs and such officer or director shall serve out the balance of the term. A quorum for filling vacancies shall be a majority of the remaining Board.

SECTION 10: None of the officers or directors shall receive compensation for their services as an officer or director; however, the Board of Directors shall employ an Executive Director and such clerical help as may be necessary to carry on the work of the Association subject to control of the Board of Directors. Nothing shall prohibit the Board of Directors from employing any officer or director to render professional services on behalf of the Association.

SECTION 11: The President shall be the executive officer of the Association, shall preside at all meetings of the Association and Directors, appoint all committees, fill all vacancies occurring therein, and perform such other duties as are specifically required by these Bylaws or by resolution of the Board of Directors. The President shall serve as the spokesperson for the Association.

SECTION 12: The President-Elect shall automatically be a nominee for the office of President of the Association at the annual meeting one year following the election to the office of President-Elect. In the absence of the President or in case of vacancy in the office of President, the President-Elect shall discharge the duties of the President.

SECTION 13: The Vice President shall, in the absence of both the President and President-Elect, preside at all meetings, shall perform such duties as are prescribed by the Board of Directors.

SECTION 14: The Secretary shall be responsible for records, documents, books and archives of the Association, and the recording of all minutes of meetings of members and directors of the Association. The Secretary shall keep the roll of members and officers under the direction of the President, issue notices, conduct correspondence relating to the business of the Association, and record all his/her acts in the records of the Association.

SECTION 15: The Treasurer shall be responsible for collecting all monies due the Association, be the custodian thereof and disburse funds of the Association under regulations

prescribed by and subject to the approval of the directors or members of the Association. The Treasurer shall keep the accounts of the Association, showing all receipts and expenditures, and submit statements thereof to the directors and members of the Association annually and at all other times by them requested.

SECTION 16: All records, books and accounts of the Association shall be open to the inspection of the officers and members at all reasonable times, and the officers shall perform such duties as usually pertain to their respective offices, not specifically assigned to them by the Bylaws or by resolution of the Board of Directors.

ARTICLE VI

Committees

SECTION 1: Policy. It is the declared policy of the Association to preserve continuity of effort in the work of committees and sections. It is also the declared policy of the Association that the Association needs the help of its members in its committee and section work.

The organization hereinafter described is an attempt to optimize these two policies of the Association in the hope that continuity of effort will be maintained, that all members who desire to do so will engage actively in committee work.

SECTION 2: Special Committees. The President with the concurrence of the Board of Directors shall have the right to create and delete committees, including special committees, and the right to declare committees inactive.

SECTION 3: Appointment of Committee Chairpersons. The President will promptly after assuming office, and with the advice and consent of the Board of Directors designate a member of each committee to serve as chairperson for a period of one (1) year and until a successor is chosen.

SECTION 4: Membership of Committees.

- (a) Appointment. At the first meeting of the Board of Directors following each annual meeting, the President shall appoint members of each standing committee taking into account the preferences of the Board members. Each Director shall be appointed to a committee. Officers shall be appointed as provided in Section 5.
- (b) Vacancies. The President shall appoint persons to fill vacancies on any committee that may occur between annual meetings.
- (c) A committee member may be dropped from membership on any standing committee upon receipt of notice from the Secretary of such request from the committee member or upon the failure of the

committee member to attend three (3) successive meetings of the committee.

SECTION 5: Standing Committees. The standing committees of the Association are as follows:

Strategic Planning Committee. This committee shall be responsible for developing long-term goals for the Association. It shall be composed of all officers and any other members appointed by the President. It shall review the “strategic plan” annually, and shall report to the Board within sixty (60) days of the beginning of each fiscal year. The Strategic Planning Committee shall designate a Membership Committee to include the Executive Director and at least three members of the Board.

Bench and Bar. This committee shall foster relationships between members of the bench and bar.

CLE Committee. This committee shall plan, provide and support continuing legal education programs to enhance the knowledge, proficiency and professionalism of the legal community.

Fee Dispute. This committee shall consider any complaint made in writing to the Allen County Bar Association relating to a controversy between either an attorney and client, or between attorneys relative to fees or charges for legal services. Such consideration may include but shall not be limited to mediation or arbitration. With the consent of all the parties concerned, the Fee Dispute Committee may hear and determine disputes regarding fees and may establish the reasonable value of fees for the disputed legal services. The committee shall have the power to hold hearings either as a whole committee or by a panel consistent with the rules of the Fee Dispute Committee.

Grievance. This committee shall perform the responsibilities and duties referred to it by the Disciplinary Commission under and pursuant to Rule 23 of the Indiana Supreme Court; and shall also perform such responsibilities and duties as are referred to it by the Board of Directors of the Allen County Bar Association which are not in conflict with Rule 23.

Legal Forms. This committee shall be responsible for directing the Legal Forms Program of the Bar Association, including revising old forms and devising new ones where necessary.

Governance Committee. This committee solicits and reviews nominations and presents a slate of nominees for the annual election of officers and directors. This committee shall consist of a minimum number of five (5) members to be appointed by the then current President of the Association without the approval of the Board of Directors and shall be appointed no later than thirty (30) days before the annual meeting of the Association. It shall be composed of the current President, the current President-Elect, and at least three (3) other appointees.

Public Relations. The Public Relations Committee shall publicize to the community various projects, events, and services sponsored by the Association which benefit the general public. As a part of its mission, the Public Relations Committee shall also be responsible for the following:

- a) Speakers Bureau. This Committee shall establish and coordinate a Speakers Bureau consisting of members of the Association who volunteer to speak on legal or related subjects to various groups, including the media. The Executive Director or Committee Chair shall make referrals for speakers.
- b) Legal Seminars. This Committee in conjunction with various Association sections may sponsor seminars open to the public relating to general legal education.
- c) Law Day. This Committee shall assist the Board of Directors and Executive Director in the organization and coordination of Law Day events. The committee shall be responsible for arranging a speaker for the Law Day banquet and for the development and publicizing of a community project, event or service as a part of law Day.
- d) Public Service. In conjunction with other Association Sections and Committees, this committee may sponsor projects, events, or services that benefit the general public.

Social: This committee shall plan and conduct social events for the Association.

ARTICLE VII

Legal Interest Sections

SECTION 1: Policy. In order to further the study and improvement of particular areas of the law, the Board of Directors may create Legal Interest Sections.

Each Section will study its area of the law and plan and carry out programs, meetings, institutes and seminars.

SECTION 2: Appointment of Section Chairpersons. The President, acting with the advice and consent of the Board of Directors, will appoint a Chairperson for each Legal Interest Section.

SECTION 3: Legal Interest Sections. The Legal Interest Sections shall be established by the Board of Directors to reflect the interests and needs of the members of the Association.

SECTION 4: Fees. The Board of Directors may, by resolution, establish fees to be payable by members of any Section or Sections.

SECTION 5: Resolutions and Activities of Sections. All proposed resolutions and other public pronouncements of Sections shall be directed to the President and the Board of Directors. No Section may purport to speak for the Association without the prior approval of the President or the Board of Directors. All proposed resolutions or other positions taken by any of the Sections must first be approved by the President or the Board of Directors. All activities of the Sections are subject to review and action by the Board of Directors.

SECTION 6: Coordination of Section and Committee Activities. Whenever an activity of one Section or Committee tends to involve a function assigned in these Bylaws or by the President to another or to a Standing or Special committee of the Association, the Section in which the activity originated shall consult and coordinate with all such other Sections and Committees. These Sections and Committees shall determine, by agreement, which Section or committee shall have primary responsibility for the activity. In the absence of such agreement, determination of primary responsibility shall be made by the President with the approval of a majority of the Board of Directors.

Primary responsibility for the activity also may be given to a sub-committee composed of voting members of the several Sections and Committees involved, to be appointed either by agreement of the Sections and Committees, or, in the absence of such agreement, by the President with the approval of a majority of the Board of Directors.

SECTION 7: Other Provisions. The Board of Directors may (a) declare a Section inactive by reason of lack of sufficient participation by members of it, or (b) combine Sections whose interest or function permit or accommodate combination, or (c) create such other Legal Interest Sections as will comply with or advance the policy established for this Article VII by Section 1.

ARTICLE VIII

Expenditures and Appropriations

SECTION 1: Each year's budget must be ordered and approved by the Board of Directors. There shall be no additional appropriation of money outside of the budget, or disposal of property made without a two-thirds (2/3) vote of the members present at any regular meeting of the Board of Directors.

ARTICLE IX

Parliamentary Authority

SECTION 1: Unless otherwise provided in these Bylaws, the rules of parliamentary procedure, as defined in Robert's Rules of Order shall govern all meetings of members, directors, committees and sections.

ARTICLE X

Order of Business

SECTION 1: At all annual and stated meetings of the Association and at all meetings of the Board of Directors, the order of business shall be as determined by the presiding officer, but in any event at the annual meeting of the Association may include:

- (a) Report of the President; and,
- (b) Reports of Standing Committees and Sections; and,
- (c) Reports of Special Committees; and,
- (d) Election of Directors and Officers.

SECTION 2: The order of business may be determined by a vote of a majority of those present at any meeting.

ARTICLE XI

Time and Fiscal Year

SECTION 1: In computing time required under the provisions of these Bylaws for giving notices, the day of sending the notice shall be excluded and the date of performance or meeting shall be included.

SECTION 2: The fiscal year of the Association shall extend from October 1st through the following September 30th.

ARTICLE XII

Public Statements

SECTION 1: No Committee or Section shall release to the public any statement, resolution, position or any other information prior to authorization by either the President or the Board of Directors.

ARTICLE XIII

Code of Ethics

SECTION 1: The Rules of Professional Conduct as adopted by the Indiana Supreme Court shall be the Code of Professional Ethics of this Association.

ARTICLE XIV

Indemnification of Officers and Directors

SECTION 1: Indemnification by the Association. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Association shall be indemnified by the Association against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article XIV to have acted in good faith, in what he or she reasonably believed to be the best interests of the Association (or, in any case not involving the person's official capacity with the Association, in what he or she reasonably believed to be not opposed to the best interests of the Association) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article XIV.

SECTION 2: Definitions.

(a) As used in this Article XIV, the terms “claim, action, suit, or proceeding” shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Association, or any other association or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of her or his being or having been a director or officer of the Association or of any association where he or she served as such at the request of the Association, or

(ii) By reason of her or his acting or having acted in any capacity in an association, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Association, or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article XIV, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article XIV, the term "wholly successful" shall mean
(i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him,

(ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or

(iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

SECTION 3: Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification

(a) if special independent legal counsel, which may be regular counsel of the Association or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Association a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article and

(b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Association shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings within the possession or control of the Association.

SECTION 4: Relationship to Other Rights. The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

SECTION 5: Extent of Indemnification. Irrespective of the provisions of this Article XIV, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

SECTION 6: Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

SECTION 7: Purchase of Insurance. The Board of Directors is authorized and directed to purchase insurance covering the Association's liabilities and obligations under this Article XIV and insurance protecting the Association's directors or officers, or other persons.

ARTICLE XV

Amendments

SECTION 1: These Bylaws may be amended at any meeting of the Board of Directors of the Association by the affirmative vote of two-thirds (2/3) of the membership of the Board; provided, that written notice, containing any proposed amendment, shall be filed and read at the last meeting previous to the meeting at which a vote shall be taken upon such amendment.

Last amended January 2019