

BY-LAWS OF THE BOONE COUNTY BAR ASSOCIATION, INC.

ARTICLE 1 NAME

The name of the Association shall be the BOONE COUNTY BAR ASSOCIATION, INC. ("Association").

ARTICLE 2 PURPOSES

The purposes of the Association shall be to uphold and defend the Constitutions of the United States of America and of the State of Indiana; to advance the science of jurisprudence and promote legal and judicial reforms; to promote the administration of justice and the uniformity of legislative and judicial decisions; to maintain the honor and dignity of the legal profession; to educate the public in regard to all aspects of the judicial system; and to cultivate a spirit of cordiality and brotherhood among its members.

In order to accomplish and/or further, directly or indirectly, any of the aforesaid purposes, the Association shall be authorized to do anything, perform any act and exercise any right and any power which incorporated associations now are or may hereafter be permitted to do, perform, or exercise.

ARTICLE 3 MEMBERSHIP IN ASSOCIATION

§1. ELIGIBILITY. There shall be three classes of membership: General Membership, Emeritus Membership, and Law Student Associate Membership.

- A. *General Membership*. Any person who has been admitted to the practice of law in the State of Indiana, and is in good standing with the Indiana Supreme Court, shall be eligible for general membership and may become a member of the Association upon submission of a properly completed application form prescribed from time to time by

the Executive Committee and payment of dues as hereinafter provided.

- B. *Emeritus Membership.* Any person who has previously been a member in good standing on the Indiana Roll of Attorneys, who has been a member of the Association for a minimum of twenty (20) years, and whose membership has not been terminated under §3(B) or §3(D), shall be eligible for Emeritus Membership and may become an emeritus member of the Association upon submission of a properly completed application form prescribed from time to time by the Executive Committee and payment of dues as hereinafter provided. Emeritus Members are non-voting members of the Association.

- C. *Law Student Associate Membership.* 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) shall be eligible for Law Student Associate Membership and may become a member of the Association upon submission of a properly completed application form prescribed from time to time by the Executive Committee and payment of dues as hereinafter provided. Law Student Associate Members are non-voting members of the Association.

§2. ELECTION OF MEMBERS. An applicant qualified for membership in the Association shall become a member upon approval of the application by the Executive Committee and the payment of current dues applicable to the member.

§3. TERMINATION OF MEMBERSHIP.

- A. *Resignation.* A member in good standing may resign from the Association at any time by written communication directed to the Secretary/Treasurer of the Association at the principal mailing address of the Association.

- B. *Suspension and Expulsion.* A member of the Association shall be suspended or expelled from membership upon a vote of three-fourths (3/4) of the general membership, as defined in §1(A), 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 not less than thirty (30) days prior written notice, delivered to the member by first class United States Mail and electronic mail to

the member's last address shown on the Association's records, of the proposed suspension or termination, the effective date thereof and the reason therefore. Such notice shall invite the member to appear in person (with counsel, if the member chooses to be represented by counsel) before the general membership and/or to submit the member's position in writing to the President on a date not less than five (5) days before the effective date of the suspension or termination. Following a Special Meeting and review of the member's written and oral position, the Association shall uphold or reverse the proposed suspension or expulsion.

- C. *Termination for Non-Payment of Dues.* The membership of a member who is delinquent in payment of dues on July 1 of the year in which payment was due, shall terminate automatically. For good cause shown the Executive Committee may excuse any such delinquency.
- D. *Removal from Roll of Attorneys.* The membership of a member who is disbarred or suspended from the practice of law in any jurisdiction for more than sixty (60) days by the Indiana Supreme Court or appropriate comparable body, shall terminate automatically effective the date of such disbarment or suspension.
- E. *Reinstatement.* A member who has resigned or whose membership has been terminated for non-payment of dues may apply for and be reinstated upon approval of the Executive Committee and payment of dues for the current year and such additional amount, if any, as may be established from time to time by resolution adopted by the Executive Committee. A member who is suspended or disbarred by the Supreme Court of Indiana or appropriate comparable body may apply for and be reinstated upon being returned in good standing to the Indiana Roll of Attorneys, upon approval of the Executive Committee and upon payment of dues for the current year.

ARTICLE 4 OFFICERS

§1. OFFICERS. The officers of the Association shall be a President, a Vice President, and a Secretary/Treasurer each of whom shall serve from the time of the adjournment of the Annual Meeting at the office is assumed, until the adjournment of the next Annual Meeting, except in the case of resignation or removal. At the close of each Annual Meeting, the Vice President shall automatically succeed to the office of President, the Secretary/Treasurer shall

automatically succeed to the office of Vice President. The officers of the Association shall perform the following duties:

- A. *President.* The President shall be the chief officer of the Association; shall appoint all committees, unless otherwise provided for herein or in the motion authorizing the committee; shall be an ex officio member of all committees, except the Nomination Committee; shall preside at all meetings of the Association and of the Executive Committee and shall inspect and approve the minutes thereof; shall fix the time and place of the annual, regular, and special meetings of the Association and of meetings of the Executive Committee unless such Committee shall otherwise direct; and shall have such additional powers and duties as the Association or Executive Committee may from time to time determine.
- B. *Vice President.* The Vice President shall assist the President in the performance of his/her duties; shall perform such additional duties as the Executive Committee may require; and shall perform the duties of the President in the event of the President's absence or disability.
- C. *Secretary/Treasurer.* The Secretary shall keep a record of the proceedings of the Association and of the Executive Committee; shall notify all members of their election or of their appointment to committees; shall keep a roll of the members of the Association and determine their good standing; shall give notice of all meetings of the Association and of the Executive Committee to their respective members and such other notices as may be required by the Executive Committee and/or the President; shall prepare all correspondence of the Association; shall present at each meeting of the Association a report of the last meeting and of the Association activities since such meetings; shall insure that all members of the Association are provided a copy of the Resolutions and By-Laws of the Association; shall collect all dues and assessments, and, subject to the control and direction of the Executive Committee, disburse all funds of the Association; shall report at each annual and regular meeting of the Association, and/or in the Association Newsletter, the financial condition of the Association and the amount of its funds received and disbursed; shall keep regular accounts at all times open to inspection by any member of the Association; and shall perform such other duties as may be required by the President and the Executive Committee.

§2. RESIGNATION. Any elected or appointed officer may resign by delivering written notice of such resignation to the President or Secretary/Treasurer of the

Association. Unless the notice of resignation states otherwise, the resignation shall be effective upon delivery.

§3. 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 majority vote of the Executive Committee). In addition, an elected or appointed officer may be removed by the Association if it determines by a three-fourths (3/4) 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.

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

- A. *Presidential Vacancy*. In the event a vacancy shall occur in the office of President, as the result of death, resignation or otherwise, the Vice President shall become the President automatically, to serve until the second Annual meeting following the vacancy. In this event there shall be a vacancy in the office of Vice President.
- B. *Vice President Vacancy*. In the event of a vacancy in the office of Vice President, the Secretary/Treasurer shall become the Vice President automatically, to serve until the end of the second annual meeting following the vacancy. In this event there shall be a vacancy in the office of Secretary/Treasurer.
- C. *Dual Vacancy*. In the event of a dual vacancy in the offices of both President and Vice President, the Secretary/Treasurer shall become President automatically, to serve until the end of the second annual meeting following the vacancy. In this case there shall be vacancies in the offices of Vice President and Secretary Treasurer, which shall be filled in accordance with the manner of filling a vacancy in the office of Secretary/Treasurer, as provided in paragraph E of this section.
- D. *Triple Vacancy*. In the event all three elective offices become vacant, the most Immediate Past President available shall assume the Office of President pro tempore, until the vacancies are filled in accordance with the manner of filling a vacancy in the office of the Secretary/Treasurer as provided in paragraph E of this section.
- E. *Secretary/Treasurer Vacancy*. In the event of a vacancy in the office of Secretary/Treasurer, the vacancy shall be filled by appointment by the President for the remainder of the President's term of office.

- F. *Other Vacancies.* All other vacancies in the offices of the Association, or in the membership of the Executive Committee, as hereinafter provided, shall be filled by appointment of the Executive Committee, and the person so appointed shall complete the unexpired term.

ARTICLE 5 EXECUTIVE COMMITTEE

§1. GENERAL POWERS. The property and business of the Association shall be controlled and managed by the Executive Committee.

§2. NUMBER AND TERM. The Executive Committee shall be composed of three (3) members, namely, the President, the Vice-President, and the Secretary/Treasurer who shall serve during their terms of office.

§3. MEETINGS. The Executive Committee shall meet yearly, or upon call by the President.

§4. QUORUM AND BOARD ACTION. Two (2) members of the Executive Committee shall constitute a quorum for the transaction of the business at any meeting of the Executive Committee. The act of the majority of a quorum shall be considered the act of the Executive Committee.

§5. DELEGATES TO THE INDIANA STATE BAR ASSOCIATION HOUSE OF DELEGATES. The Executive Committee shall select by majority vote the Boone County delegates to the Indiana State Bar Association's ("ISBA") House of Delegates. The Secretary/Treasurer shall provide the ISBA all necessary information to duly appoint the selected delegates pursuant to the ISBA By-Laws.

ARTICLE 6 ELECTIONS

§1. NOMINATING COMMITTEE. Not later than January 1 of each year, the President shall appoint a Nominating Committee, consisting of three (3) members of the Association, to select and nominate candidates for the office Secretary/Treasurer and any other vacant offices. In the event the President does not appoint all members of the Nominating Committee by January 1, the Executive Committee shall fill the vacancies then existing.

§2. REPORT. The Nominating Committee shall make a written report to all members of the Association at least seven (7) days prior to the annual meeting of members of the nominees for the office of Secretary/Treasurer and any other vacant offices.

§3. ELECTION. The Secretary/Treasurer and any other vacant offices shall be elected at the annual meeting of the Association by a majority vote of the members attending said annual meeting. Proxy voting by or for members shall be prohibited. Each general member in good standing shall have one vote for each office to be filled and may vote in person. Voting may be secret if the election is contested. Law Student Associate Members and Emeritus Members may not participate in any elections.

§4. TERMS OF OFFICE. The President, Vice President, and Secretary/Treasurer, shall hold office until the next annual meeting or until their successors shall be duly elected or appointed.

§5. NOMINATIONS FROM FLOOR. Nothing herein contained shall preclude any member of the Association from nominating from the floor any member thereof for any of the offices or memberships to be filled.

§6. GOOD STANDING. No member of the Association shall be permitted to accept a nomination for any office of the Association or hold such office unless all dues and assessments for said member are paid in full.

ARTICLE 7 MEETINGS OF THE MEMBERSHIP

§1. REGULAR MEETINGS. The Association shall hold regular meetings of the members of the Association of dates set by the President or Executive Committee.

§2. SPECIAL MEETINGS. Special Meetings of the members of the Association shall be held upon the written request of ten (10) members of the Association, upon call by the President, or upon call by at least two (2) members of the Executive Committee. At such meetings, no business shall be transacted except such as shall have been specified in the notice thereof.

§3. SOCIAL MEETINGS. One (1) or more social meetings of members of the Association and their guests may be held each year at a time and place to be designated by the Executive Committee.

§4. ANNUAL MEETINGS. An annual meeting of the general membership shall be held during the month of February each year, at a time and place to be determined

by the Executive Committee. The purposes of the annual meeting shall be election of officers, election of members to the Executive Committee, and such other business as may come before the meeting.

§5. NOTICE. Written notice setting the place, date, and hour of any meeting of the membership shall be set to each member of the Association at his or her last known address provided to the Association by the member not less than five (5) days before the meeting.

§6. QUORUM. At all meetings of the membership, ten (10) members of the Association shall constitute a quorum for the transaction of business. The act of the majority of a quorum shall be the act of the Association.

§7. RULES. The most recent edition of Robert's Rules of Order shall govern the proceedings of said meetings, so long as such rules are not inconsistent with these By-Laws or any special rules of order adopted by the Executive Committee.

§8. MOTION FROM THE FLOOR. At any meeting of the Association, other than a Special Meeting, any member of the Association 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.

§9. VOTING OTHER THAN ELECTIONS. All voting matters other than elections which do not take place at a duly called meeting of the Association shall be by written ballot. Written ballots in matters other than elections shall be delivered to every general member in good standing in the manner prescribed by these By-Laws.

ARTICLE 8 DUES AND ASSESSMENTS

§1. The annual dues of the Association shall be set from time to time by the Executive Committee.

§2. Upon request, dues shall be waived for sitting and emeritus judges of Indiana Courts and Courts of the 7th Judicial Circuit, and for members who have been licensed to practice in Indiana for a minimum of fifty (50) or more years or who have reached the age of seventy-five (75) years.

§3. Upon request, dues may be waived and/or reduced for Emeritus Members and general members; provided, however, that no such waiver or reduction shall be made except by the affirmative vote of two (2) of the three (3) members of the Executive Committee.

§4. Upon request, dues may be waived and/or reduced for Law Student Associate Members and general members in their first year of practice; provided, however, that no such waiver or reduction shall be made except by the affirmative vote of two (2) of the three (3) members of the Executive Committee.

§5. The Executive Committee shall have the power to waive dues in extraordinary circumstances and to levy additional assessments deemed necessary for the maintenance of the Association; provided, however, that no such waiver or assessment shall be made except by the affirmative vote of two (2) of the three (3) members of the Executive Committee.

§6. All members must pay a charge for social events which they plan to attend, even if dues have been reduced or waived, unless a waiver and/or reduction has been provided by the affirmative vote of two (2) of the three (3) members of the Executive Committee.

ARTICLE 9 REPRESENTATION OF ASSOCIATION

§1. 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, except as specifically authorized by the Executive Committee or pursuant to a written policy duly adopted by the Association.

ARTICLE 10 MISCELLANEOUS

§1. REGISTERED OFFICE AND REGISTERED AGENT. The registered agent of the Association is the Secretary/Treasurer. The location of the Association's registered office and the designation of its registered agent may be changed at any time, upon the affirmative vote of two (2) of the three (3) members of the Executive Committee.

§2. EXECUTION OF DOCUMENTS. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money; all written contracts and agreements to which the Association is a party, shall be signed by such person or person as may be designated from time to time by the Executive Committee upon the affirmative vote of two (2) of the three (3) members of the Executive Committee.

§3. MEANS OF COMMUNICATION.

- A. *Written Communication.* For any provisions herein which require or permit notices, submissions, responses or any other written communications, said communication may be submitted either by mail or electronic mail. Communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing.
- B. *Action via Electronic Mail.* Business of the association and/or Executive Committee, including voting in all matters other than elections may take place via electronic mail.

§4. GENERAL COUNSEL. The president may appoint General Counsel to the Association to advise the Executive Committee on legal matters affecting the Association or its 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 in Office.

**ARTICLE 11
AMENDMENTS**

§1. AMENDMENT. These By-Laws may be amended by a two-thirds (2/3) vote of the general membership present at any meeting of the Association held in accordance with these By-Laws; provided however, written notice of such proposed amendment, together with a copy thereof, is sent to each member of the Association at least ten (10) days prior to such meeting.

APPROVAL OF BY-LAWS:

These By-Laws have been approved this 16th day of August, 2017.



Jennifer Bays Beinart, President

ATTEST:

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[Handwritten signature]

Jody Donaldson, Secretary