

**BYLAWS OF THE  
TRIBAL IN-HOUSE COUNSEL ASSOCIATION**

**ADOPTED AUGUST 10, 2012**

**Article 1 - The Association**

**The TRIBAL IN-HOUSE COUNSEL ASSOCIATION** (hereinafter “TICA”), a Maryland non-profit corporation, is created for the purpose of protecting and promoting tribal sovereignty and self-determination through the sharing of diversified knowledge and experience by in-house counsel who work for tribes and tribal entities.

**Article 2 - Members**

**Section 2.1 Determination of Members**

TICA has three classes of membership: (1) Principal Members; (2) Associate Members; and (3) Student Members. The Board of Directors can establish subcategories of membership as well as rules governing eligibility for and the rights and responsibilities of each class of membership.

**Section 2.2 Principal Members**

Lawyers and law advocates serving as in-house counsel to tribes and tribal government agencies, enterprises, and associated entities are eligible to become Principal Members.

**Section 2.3 Associate Members**

Any other individual that the Board of Directors determines has an interest in furthering TICA’s goals and purposes is eligible to be an Associate Member. Associate Members shall have no voting rights and shall not participate in the election of Directors nor serve on the Board of Directors; provided, that such persons may serve as the Immediate Past President pursuant to Section 4.6.

**Section 2.4 Student Members**

Student Membership is available to law students at a reduced or free rate. Student Members have no voting rights and shall not participate in the election of Directors nor serve on the Board of Directors.

**Section 2.5 Change in Membership Status Upon Renewal**

Upon renewal, a member shall report any change that would affect membership status (*i.e.*,

Student, Principal, or Associate).

### **Section 2.6 Annual Membership & Dues**

Annual membership is based on the calendar year. Membership fees are due in January of each year. No member shall be considered in good standing if their dues or other fees and charges are sixty or more days in arrears; failure to maintain good standing will result in suspension or loss of membership benefits and amenities until remedied. Payment of dues shall be made as determined by the Board of Directors.

### **Section 2.7 Application for Membership**

Any individual who desires to become a TICA member shall submit a membership application along with payment for dues to the Board of Directors. Applications shall be made available on the TICA website or other publicly available means.

### **Section 2.8 Termination of Membership**

Any member may withdraw from TICA by providing notice to the Board or by allowing their membership to lapse. The Board may terminate by majority vote an individual's membership for cause, such as but not limited to acts of harassment or intimidation against other members or otherwise in a manner contrary to TICA's purpose, mission, or operations. It shall be TICA's policy that termination for cause will not entitle any former member to a refund, in whole or in part, of dues previously paid to the Association.

### **Section 2.9 Report to Members and Members' Meetings**

The Board will provide at least one report to the members each calendar year highlighting the activities of the Association. The Board may also make reports at telephonic or in-person meetings that are open to all members.

### **Section 2.10 Principal Members Approve of Directors**

Principal Members approve Directors by majority vote per Section 3.9(d). Voting may be conducted by electronic means, and the conduct and result of any such votes shall be recorded by the Secretary.

## **Article 3 - Directors**

### **Section 3.1 General Powers**

TICA's business and affairs shall be managed by its Board of Directors (Board), which shall consist initially of those individuals named in the Articles of Incorporation and subsequently of those individuals selected in accord with these Bylaws. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise all the powers possessed by

TICA and not reserved to the Members by the Articles of Incorporation, by these Bylaws, or otherwise by law. The Board of Directors shall keep minutes of all meetings and a full account of all decisions, transactions, and formal proceedings and may adopt such rules and regulations for the conduct of its meetings and management of TICA's affairs as it may deem proper and consistent with the laws of the State of Maryland, these Bylaws, or the Articles of Incorporation. The Board may from time to time appoint agents and/or employees, if such representation and/or staffing is necessary to TICA's mission and operations.

### **Section 3.2 Board Action**

The Board shall act by majority vote of those Directors attending a duly called meeting. No action of any Committee, Subcommittee, Director, agent, or employee shall be considered Board action unless such action was pre-approved by the Board or until such action is subsequently ratified by the Board.

### **Section 3.3 Committees and Subcommittees**

The Board of Directors, at its discretion, may establish the following committees pursuant to these Bylaws:

- a. Executive Committee, which shall be comprised of the President, Vice President, Treasurer, Secretary, Immediate Past-President, and such Executive Committee may, even without express delegation, take such formal actions that prudence and good judgment indicate are necessary for purposes of implementing prior approved Board of Directors projects or courses of action; *provided*, that notice of any action(s) so taken shall be reported to the Board at the next regular meeting, and any Director may make a motion to have such action rescinded and remedied, if necessary.
- b. Board Membership Committee, which shall be comprised of no fewer than three Directors appointed by the President, and such Board Membership Committee shall nominate prospective Directors, which nominations shall be acted on by the Board of Directors in accord with Section 3.9 and ensure Board compliance with Section 4.1 concerning Board Officer service.
- c. CLE & Conference Committee, which shall consist of no fewer than three Members, one of whom will be a Director, appointed by the President. The Committee is responsible for organizing the educational outreach opportunities for the organization.
- d. Sponsor Committee, which shall consist of no fewer than three Members, one of whom will be a Director, appointed by the President. The Committee is responsible for coordinating efforts to increase sponsor opportunities for the organization.

From time to time, the Board may establish and delegate to additional Committee(s) or Subcommittee(s) of Directors such powers and duties as it may see fit for purposes of implementing Board-approved projects, initiatives, or courses of action.

### **Section 3.4 Regular Board Meetings**

The Board shall hold regular Board Meetings and shall meet at least once each calendar year. The Board may hold its meetings telephonically or at such place as is reasonably accessible to a majority of Directors. Board Meetings shall be called by the President or by at least one-third of all Directors.

### **Section 3.5 Notice**

Notice of meetings shall be given to each Director by email or other documentable writing at least twenty-four hours prior to the meeting's scheduled start time.

### **Section 3.6 Quorum**

A majority of the Board shall constitute a quorum for the transaction of business at any meeting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

### **Section 3.7 Director Terms and Resignation**

The Board of Directors shall consist of eleven Directors. Only Principal Members may serve as Directors. By vote of a majority of the Directors, the number of Directors may be increased to a number not exceeding twenty-five or decreased to not less than three; *provided*, that any such increase or decrease is approved as an amendment to these Bylaws.

Per Section 3.9, the President shall annually present to the Principal Members any list of Directors invited to serve on the Board and thereafter call for a vote on the question of approving such persons as Directors. Each Director so confirmed shall serve out the balance of the term to which they are confirmed.

Each Director shall serve a two-year term, which term shall automatically renew unless and until a Director resigns or is otherwise removed.

Any Director may resign from his or her office at any time by notifying the President or the Secretary of the Board of Directors in writing, electronically or otherwise.

Directors may serve their full two-year term regardless of whether they have a change in status such that they are no longer eligible for Principal Membership.

### **Section 3.8 Removal of Directors**

At any Board meeting called for that purpose, any Director may, by vote of two-thirds of Directors present, be removed from the Board, with or without cause; alternatively, the Executive Committee may remove a Director if such Director misses six consecutive meetings.

### **Section 3.9 Vacancies**

Vacancies on the Board are created by a resignation, a voluntary non-renewal, or an expansion of the number of Directors on the Board. The President shall timely notify all TICA members of any vacancy on the Board, and any Principal Member may submit his or her name or otherwise nominate another Principal Member to fill such vacancy. All Board vacancies shall be filled in the following manner:

- a. The Board shall consider potential candidates to serve on the Board of Directors;
- b. The Board shall meet and confer regarding the potential candidates and thereafter vote for persons to fill any vacancy on the Board, with candidates' selections' being confirmed by a simple majority of Directors present for the vote;
- c. Such approved candidates shall then be invited by the Board to serve as Directors until confirmed per Section 3.9(d); and
- d. The President shall annually report to the Principal Members all Directors so invited and submit such names for a vote of approval pursuant to Section 2.10.

Directors so approved shall serve the term, either full or partial, to which they are elected.

### **Section 3.10 Compensation**

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Association.

## **ARTICLE 4 - Board Officers**

### **Section 4.1 In General**

The Officers of TICA shall be Directors and shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. The Board shall elect TICA's Officers at a meeting of the Board where a quorum is present and officer elections are on the meeting agenda. Elected Officers serve at the pleasure of the Board for an indefinite term; *provided*, that commencing December 2016, the Board shall take up the question every two years as to whether the current officers should continue in their present positions. Any two offices, except those of President and Vice-President, may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged, or verified by any two or more Officers.

#### **Section 4.2 President**

The President shall be TICA's Executive Officer. They shall preside at all Board and Member meetings. Subject to Board oversight, they shall have general management and direction authority over TICA's activities; pursuant to Board approval, they shall have authority to sign and execute in TICA's name and on its behalf all deeds, mortgages, bonds, contracts, or other legal instruments.

#### **Section 4.3 Vice President**

In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of President; when so acting, they shall have and may exercise all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned to them by the President or Board.

#### **Section 4.4 Secretary**

The Secretary shall keep minutes of the Board and Member meetings, see that all notices are duly given to Directors and Members in accordance with the provisions of these Bylaws or as otherwise required by law, be custodian of all TICA corporate documentation, membership applications, minutes, dates of the commencement and expiration of Director terms, and other records, including the organization's seal. The Secretary shall perform such other duties as from time to time may be assigned to them by the President or Board.

#### **Section 4.5 Treasurer**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by TICA. They shall have charge and custody of all funds and securities of TICA, receive and give receipts for monies due, and deposit all such monies in TICA's name in such banks or other depositories as shall from time to time be selected by the Board of Directors. In general, they shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

#### **Section 4.6 Immediate Past President**

The Immediate Past-President shall remain a member in good standing of the Board of Directors as a voting member. The Immediate Past-President shall perform such duties as may be assigned to them by the President or by the Board of Directors. The Immediate Past President shall serve a term of one year, which may be renewed annually at the discretion of the Board of Directors.

#### **Section 4.7 Removal**

The Board of Directors shall have the power to set the term of office of any officer and at any regular or special meeting to remove any officer or member with or without cause. The Board of Directors may authorize or direct any officer to remove subordinate officers.

#### **Section 4.8 Vacancies**

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

### **Article 5 - Contracts, Checks, Deposits, Gifts and Correspondence**

#### **Section 5.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of TICA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of TICA, and such authority may be general or confined to specific instances.

#### **Section 5.2 Checks, Drafts, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of TICA, shall be signed by such officer or officers, agent or agents of TICA, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### **Section 5.3 Funds and Deposits**

TICA funds shall be derived from annual membership fees and any other lawful sources. All such funds shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

#### **Section 5.4 Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift bequest or devise for the general purposes or for any special purpose of the Association.

### **Article 6 - Sundry Provisions**

#### **Section 6.1 Fiscal Year**

The fiscal year of TICA shall begin on January 1 and end on December 31 unless some other fiscal year is specified by vote of the Board of Directors.

## **Section 6.2 Books and Records**

The Board of Directors may engage the services of a recognized audit firm which shall review the Treasurer's books and statements, and which shall prepare annually, or more frequently if required, an operating statement, balance sheet and tax returns.

## **Section 6.3 Fiscal Affairs**

The Board of Directors and officers of TICA shall operate from a balanced budget based upon the previous year's income from continuing sources. The primary objective shall be to maintain the expenditures of the Association within the limits of TICA's cash flow.

## **Section 6.4 Legal Counsel**

The Legal Counsel of the Association may be appointed by, and shall serve at the pleasure of, the Board of Directors.

## **Section 6.5 Administrative Staff**

An Executive Director may be employed by TICA to serve under the supervision of the Board of Directors. The Executive Director shall manage the day-to-day affairs of TICA, pursue the goals of TICA, supervise programs and services and carry out the mandates of the Board of Directors. The Board of Directors may also select and employ such other assistants and consultants as are required to perform normal staff functions of TICA. Alternatively, the Board of Directors may contract the administration of TICA to a professional association management organization.

## **Section 6.6 Seal**

The seal of the Association shall be circular in form with the name of the Association inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the Association's seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized TICA officer.

## **Section 6.7 Indemnification**

To the maximum extent permitted under Maryland law and the Internal Revenue Code, TICA shall indemnify its currently acting and its former Directors and officers and such other persons as the Board of Directors may deem appropriate.

## **Section 6.8 Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by the vote or written assent of a majority of the Directors.