

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

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 (3) 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 *Ex Officio* Directors pursuant to Section 3.8.

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 to be in good standing if his/her or its dues or other fees and charges are sixty (60) 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 publically 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 periodic reports to the members highlighting the activities of the Association. The Board will also make reports at telephonic or in-person meetings that are open to all members. The Board will ensure that there is at least one members' meeting and report from the Board to the members each calendar year.

Section 2.10 Principal Members Approve of Directors

Principal Members approve Directors by majority vote per Section 3.10(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 such 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 following committees of the Board of Directors are expressly authorized and required by these Bylaws:

- a. Executive Committee, which shall be comprised of the President, Vice President, Treasurer, and Secretary, 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 (3) 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 3.10, and ensure Board compliance with Section 4.1 concerning Board Officer service.
- c. CLE & Conference Committee, which shall consist of no fewer than (3) 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 (3) 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 (1/3) 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 (24) 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 seven (7) 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 (25) or decreased to not less than three (3); *provided*, that any such increase or decrease is approved as an amendment to these Bylaws.

Per Section 3.10, 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 he or she is confirmed.

Each Director shall serve a two (2) 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.

A Director may serve his or her full 2-year term regardless of whether he or she has a change in status such that he or she is no longer eligible for Principal Membership. Alternatively, such Director shall have the option to resign or become an *Ex Officio* non-voting Board member.

Section 3.8 Ex Officio Directors

The Board may, at its discretion, appoint by majority vote *ex officio* Directors. *Ex officio* Directors shall be entitled to receive notice of, to attend, and to participate in all Board meetings, may be delegated tasks and committee assignments, but shall not vote on Board

actions nor will their attendance count toward quorum. *Ex officio* Directors may be removed by majority vote of the Board, with or without cause.

Section 3.9 Removal of Directors

At any Board meeting called for that purpose, any Director may, by vote of two-thirds (2/3) of Directors present, be removed from the Board, with or without cause; alternatively, the Executive Committee may remove a Director if such Director misses 6 (six) consecutive meetings.

Section 3.10 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 Membership Committee shall consider potential candidates to serve on the Board of Directors and make a formal recommendation to the Board of those persons qualified for Principal Membership and whose confirmation to the Board would benefit TICA and its Members;
- b. The Board shall meet and confer regarding the Board Membership Committee's recommendation 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 3.10(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 3.11 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, one or more Vice Presidents, a Secretary, and a Treasurer; whenever authorized by the Board, such officers may include also one or more Assistant Secretaries and Assistant Treasurers. 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 (2) 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. He/she shall preside at all Board and Member meetings. Subject to Board oversight, he/she shall have general management and direction authority over TICA's activities; to assist him/her in the performance of such role, he/she shall have the authority to employ and supervise on TICA's behalf an Executive Director or such other persons, with Board approval and at salaries and benefits packages, if any, fixed by resolution of the Board; pursuant to Board approval, he/she 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 Presidents

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of President; when so acting, he/she shall have and may exercise all the powers of the President. In the event that there is more than one Vice President, such duties and powers shall vest in the Vice President with the greatest seniority, as judged based on, first, service in that office, or second, service on the Board, or third, TICA membership. Otherwise, any Vice-President shall perform such other duties as from time to time may be assigned to him/her 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 him/her 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 his/her 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. He/she 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, he/she shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4.6 Assistant Officers

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may prescribe.

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.

Section 4.9 Legal Counsel

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

Section 4.10 Administrative Staff

An Executive Director may be employed by TICA to serve under the supervision of the President. 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 President and 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 President and Board of Directors may contract the administration of TICA to a professional association management organization.

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 resolution 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 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 regulating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized TICA officer.

Section 6.5 Indemnification

To the maximum extent permitted by 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 6.6 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.