BYLAWS
of the
INDIANA STATE BAR ASSOCIATION, INC.

Existing as a mutual benefit corporation under the Indiana Nonprofit Corporation Act of 1991 (the "Act")
Amended August 21, 2009

BYLAW I. MEMBERSHIP

A. SUBMISSION AND APPROVAL. All applications for membership shall be in writing, upon forms prescribed by the Board of Governors, submitted to the principal office of the Indiana State Bar Association, Inc. (the "Association"), and accompanied by the tender of such dues as are currently prescribed for the applicant's category. Proof of eligibility shall be furnished by an applicant upon request by the Board of Governors. Approval of the application shall be by majority vote of the Board of Governors or their designees. If rejected for membership by the Board of Governors or their designees, the applicant may submit an application to the House of Delegates at its next meeting.

B. RESIDENT MEMBERSHIP. An attorney who is on the roll of attorneys admitted to the practice of law by the Supreme Court of Indiana shall be eligible for resident membership. A resident member in good standing shall have full voting privileges and shall be eligible to hold any elective or appointive Association office.

C. NON-RESIDENT MEMBERSHIP. An attorney who is duly qualified to practice law in any country, state, territory, district or possession, including the State of Indiana, and who neither resides nor practices law in Indiana, shall be eligible for non-resident membership. A non-resident member shall be ineligible to hold any office in the Association.

D. RESIDENT ASSOCIATE MEMBERSHIP. An attorney who is a resident of Indiana and who is duly qualified to practice law in any country, state, territory, district or possession other than the State of Indiana shall be eligible for resident associate membership. A resident associate member shall be ineligible to hold office in the Association, but shall be entitled to serve as a full voting member, including service as Chair, of any Committee to which duly appointed and any Section duly joined.

E. SENIOR LIFE MEMBERSHIP. Any resident member in good standing who attains the age of 75 years, has been a member for 25 years and requests life membership, shall receive reduced dues as determined by the Board of Governors.

F. MILITARY MEMBERSHIP. A resident member or resident associate member serving on active duty with the Armed Forces of the United States shall be eligible for military membership upon submission of proof thereof to the principal office of the Association. A

military member shall retain all the rights and privileges of resident or resident associate membership, as applicable, but shall be exempt from the payment of dues.

G. HONORARY MEMBERSHIP. The Board of Governors may elect, in recognition of outstanding service to the nation, state or legal profession, any person to honorary membership. Election shall be by two-thirds vote of the Board of Governors. An honorary member shall be exempt from the payment of dues, shall be ineligible to hold any office in the Association and shall have no vote in Association affairs.

H. STUDENT MEMBERSHIP. The Board of Governors may, by majority vote, create, in its discretion, student memberships for students enrolled in accredited law schools. Student members shall be ineligible to vote in Association affairs, hold any office or serve on any Committees of the Association except Committees established to handle matters relating to student member affairs.

I. AFFILIATE MEMBERSHIP. The Board of Governors, may, by majority vote, create, in its discretion, affiliate membership for persons who (i) are residents of the State of Indiana, (ii) are under the supervision of an attorney member who is (y) on the roll of attorneys admitted to the practice of law by the Supreme Court of Indiana, and (z) a resident member of the Association, (iii) are employed by such attorney, or by a law firm, corporate legal department or governmental legal department located in Indiana which employs such attorney, and (iv) are duly qualified in a law related profession. This includes paralegals. Affiliate membership shall immediately terminate upon the failure of an affiliate member to meet each of the above qualifications.

Affiliate members shall be ineligible to vote in association affairs, hold any office or serve on any Committees of the Association except Committees established to handle matters relating to affiliate member affairs.

BYLAW II. MEMBERSHIP IN GOOD STANDING

A member shall be in good standing, with full rights and privileges accorded the pertinent category of membership as provided by Bylaw i, until removed from such status in accordance with Bylaw III.

BYLAW III. RESIGNATION, SUSPENSION, EXPULSION AND REINSTATEMENT

A. RESIGNATION. A member in good standing may resign from the Association at any time by written communication directed to the Secretary of the Association at the principal office of the Association.

B. SUSPENSION AND EXPULSION. A member of the Association shall be suspended or expelled from membership upon majority vote of the Board of Governors 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 with not less than 30 days prior written notice, delivered to the member personally, sent by certified United States Mail, or any other verifiable means to the member's last address shown on the Association's records, of the proposed suspension or termination, the effective date thereof and the reasons therefore. Such notice shall invite the member to appear in person (with counsel, if the member chooses to be represented by counsel) before the Board of Governors and/or to submit the member's position in writing to the Board of Governors on a date not less than five days before the effective date of the suspension or termination. Following the hearing and upon review of the member's written and oral position, the Board of Governors 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 at the end of the Association's fiscal year shall terminate automatically. For good cause shown, the Board of Governors may excuse any such delinquency.

D. REMOVAL FROM ROLL OF ATTORNEYS. The membership of 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 of non-resident members and resident associate members, the appropriate comparable disciplinary body in the applicable jurisdiction), including one who is disbarred or suspended for more than 60 days from the practice of law by such Court or appropriate comparable body, shall terminate automatically.

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 Board of Governors 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 Board of Governors. 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 to the roll of attorneys admitted to the practice of law by the Supreme Court of Indiana or appropriate comparable body, upon approval by the Board of Governors and upon payment of dues for the current year.

BYLAW IV. DUES

A. ESTABLISHMENT OF DUES. The annual dues, dates payable, and delinquency charges for members of the Association shall be established from time to time by resolution adopted by the House of Delegates.

B. AMOUNT OF DUES. The House of Delegates in its discretion, may adopt different levels or amounts of dues for the various categories of membership, and for members according to the number of years engaged in the practice of law.

BYLAW V. ORGANIZATION OF HOUSE OF DELEGATES

A. CHAIR AND CHAIR-ELECT. The elective officers of the House of Delegates shall be the Chair and Chair-Elect, each of whom shall serve from the time of adjournment of the Annual House of Delegates Meeting at which elected until adjournment of the next Annual House of Delegates Meeting, except in the case of vacancy succession under Section B, of this Bylaw. No person shall hold elective office in the House of Delegates who is not a resident or life member of the Association in good standing.

B. NOMINATION AND ELECTION. The Chair and Chair-Elect shall be selected as follows:

1. Chair. The Chair-Elect shall succeed automatically to the office of Chair either upon completion of the term of office of the Chair or whenever a vacancy exists in the office of Chair as a result of the death, resignation or incapacity of the incumbent Chair. A Chair who assumes office as a result of vacancy succession shall serve an entire term as Chair in addition to serving out the remainder of the vacated term.

2. Chair-Elect. Upon assuming office, the President of the Association shall appoint a Nominating Committee of five members of the House of Delegates, designating a chair thereof, charged with the duty of nominating a candidate for Chair-Elect of the House of Delegates and a candidate for any other vacancy in accordance with paragraphs 3 and 4 of this Section B. The nomination and election of such Chair-Elect or candidate for any other vacancy shall be in accordance with the following provisions:

a. The Nominating Committee shall select a qualified nominee for the office of Chair-Elect or for any other vacancy and shall give due notice of its candidate (or candidates) to the President of the Association at least 60 days prior to the next Annual House of Delegates Meeting.

b. Any 30 members of the House of Delegates may nominate a qualified person by petition in writing, filed at the Association's principal office no later than ten days prior to the next Annual House of Delegates Meeting.

c. Election shall be the last order of regular business of the Annual House of Delegates Meeting, and shall be by majority vote of the Delegates present and voting.

d. Nominees for the office of Chair-Elect shall be selected alternately, in rotation, from the areas designated as Areas No. 1 (Northern Indiana), No. 2 (Central Indiana), No. 3 (Southern Indiana) and No. 4 (Marion County) on the Association's District Map attached to these Bylaws and marked Exhibit A. Such rotation shall commence with Central Indiana, with respect to the nominee for Chair-Elect to be elected in 1994, followed by Northern Indiana in 1995. Southern Indiana in 1996, Marion County in 1997, and in the same annual rotation thereafter.

3. Chair-Elect Vacancy. In the event the office of Chair-Elect becomes vacant, such office shall remain vacant for the duration of that term, and a Chair and Chair-Elect shall thereafter be nominated and elected in accordance with paragraph 2 of this Section B.

4. Dual Vacancy. In the event a vacancy occurs in both the offices of Chair and Chair-Elect, a successor Chair (but not a successor Chair-Elect) shall be nominated and elected, as follows:

a. If a dual vacancy occurs more than 90 days before the next meeting of the House of Delegates, the Nominating Committee shall select a nominee for the office of Chair and the notice and written petition nomination provisions of paragraph 2 of this Section B shall apply, except that the time references shall refer to the next meeting of the House of Delegates, not the Annual Meeting only.

b. If a dual vacancy occurs less than 90 days before the next meeting of the House of Delegates, the Nominating Committee shall select a nominee for the office of Chair, but the notice requirements of paragraph 2 of this Section B shall not apply, and written nominating petitions may be presented on the floor of the House of Delegates by any 30 members of the House of Delegates.

c. The President of the Association or the President's designee shall preside over the House of Delegates until a new Chair is elected. The election of a new Chair shall be the first order of business at the next meeting of the House of Delegates and shall be by majority vote of the Delegates present and voting. The Chair of the House of Delegates elected in the event of a dual vacancy shall serve an entire term as Chair in addition to serving out the remainder of the vacated term.

d. The provisions of clause d of paragraph 2 of this Section B shall be observed in selecting a nominee for Chair and/or Chair-Elect under this paragraph 4.

C. EX-OFFICIO AND APPOINTIVE OFFICERS. The Secretary of the Association shall be the Secretary of the House of Delegates. The Chair shall appoint a Parliamentarian, and may appoint such other officers as are deemed necessary to assist in performing the assigned duties.

D. DUTIES OF OFFICERS. The duties of the officers of the House of Delegates shall be as follows:

1. Chair. The Chair shall be the presiding officer of the House of Delegates, shall appoint Committees of the House as the House from time to time may deem appropriate, and shall serve as a member of the Association's Executive Committee and as a member of the Board of Governors.

2. Chair-Elect. The Chair-Elect shall preside at meetings of the House of Delegates in the absence of the Chair, and shall coordinate and supervise the activities of any Committees

of the House. The Chair-Elect shall not represent the Chair at meetings of the Association's Executive Committee but shall serve as a voting member of the Board of Governors.

3. Secretary. The Secretary shall perform such duties as are set forth elsewhere in these Bylaws and such other duties as usually are performed by a legislative body secretary.

4. Parliamentarian. The Parliamentarian shall advise the Presiding Officer of the House of Delegates concerning rules of order, debate and parliamentary procedure.

E. EX-OFFICIO AND APPOINTED MEMBERS. The House of Delegates may designate persons who shall serve as ex-officio (voting or non-voting) members of the House of Delegates by reason of their office, and may designate such other persons as members (voting or non-voting), as may be determined by it. The following shall be ex-officio voting members of the House of Delegates.

1. Chairs of Standing Committees. The Chairs of the Standing Committees (but not of Divisions or other subordinate committees within Standing Committees) as appointed in accordance with these Bylaws, and the Chairs of Sections as established by the Board of Governors.

2. Past Presidents. The Past Presidents of the Association.

3. Past Chairs of House of Delegates. The Past Chairs of the House of Delegates of the Association.

4. ABA Delegates. The Indiana members of the House of Delegates of the American Bar Association.

5. Supreme Court Member. A member of the Supreme Court of Indiana to be selected by that Court.

6. Court of Appeals Member. A member of the Court of Appeals of Indiana to be selected by that Court.

7. Indiana Judges' Association Member. The President of the Indiana Judges' Association.

8. Attorney General. The Attorney General of Indiana.

9. Law School Deans. The Deans of the accredited law schools located in Indiana.

10. Other Representatives. Such representatives of other professional legal organizations as may be designated from time to time by the House of Delegates.

F. RULES OF PROCEDURE. The House of Delegates shall establish its own Rules of Procedure, consistent with the Articles of Incorporation of the Association (the "Articles of Association") and these Bylaws. Such Rules may provide for appeals to the Association Assembly from the actions of the House of Delegates.

G. NOTICE. Due notice of Regular and Special Meetings of the House of Delegates, and of the nomination of candidates for Chair and Chair-Elect, shall consist either of timely and prominent publication in an official Association publication, or sending a timely announcement to every Delegate and to all local bar associations entitled to notice under Section B of Bylaw VII, not less than 60 days prior to a Regular meeting and not less than 10 days prior to a Special meeting, including a statement of the purpose(s) of the Special meeting.

H. QUORUM. A quorum of the House of Delegates shall consist of a majority of the Delegates who have registered for the session.

BYLAW VI. MEETINGS OF HOUSE OF DELEGATES

A. ANNUAL AND OTHER REGULAR MEETINGS. The House of Delegates shall hold an Annual Meeting each year and such other Regular Meetings as may be determined by the Board of Governors from time to time (which annual and other Regular Meetings may be held within or without the State of Indiana). The Annual Meeting shall be held in conjunction with the Annual Meeting of the Association Assembly. Other Regular Meetings of the House of Delegates may be scheduled by the Board of Governors, which shall designate the dates and locations for such meetings with due notice given.

B. SPECIAL MEETINGS. The President, the Executive Committee, the Board of Governors and the Chair of the House of Delegates each shall have the right to convene Special Meetings of the House of Delegates within or without the State of Indiana with due notice given.

BYLAW VII. SELECTION OF DELEGATES

A. TERMS OF OFFICE. Delegates and Alternate Delegates selected to represent a County pursuant to the Articles of Association shall be selected for two year terms, or for one year terms, in accordance with the following:

1. Time of Selection. If selected for two year terms, the Delegates and Alternate Delegates from an Indiana County located in an even-numbered Association District shall be selected in even-numbered years, and if located in an odd-numbered Association District shall be selected in odd-numbered years. If selected for one year terms, such Delegates and Alternate Delegates shall be selected annually.

2. Term of Office. The term of office of Delegates and Alternate Delegates shall begin at the commencement of the Annual House of Delegates Meeting immediately after their selection, and shall terminate immediately prior to the third successive Annual House of Delegates Meeting thereafter, if selected for a two year term, or immediately prior to the

second successive Annual House of Delegates Meeting thereafter, if selected for a one year term.

B. NOTICE TO SELECT DELEGATES AND ALTERNATE DELEGATES. No later than June 1 of each year, the Secretary of the Association shall notify those local bar associations located in counties which are to select Delegates and Alternate Delegates for the next Annual House of Delegates Meeting of the number of Delegates and Alternate Delegates to be selected by the particular County. Notice shall be sent to the Presidents and/or Executive Directors of the local bar associations. If a local bar association President is not a member in good standing of this Association, a duplicate notice shall be sent to a member of the local bar association who is a member in good standing of this Association. The notice shall specify that the names of the Delegates and Alternate Delegates selected in accordance with this Bylaw and the Articles of Association shall be certified and sent to the principal office of the Association no later than July 1. Determinations of the Secretary pertaining to the notice may be appealed to the Board of Governors, and the Board of Governors may review the determinations on its own motion.

C. SELECTION PROCEDURE. Delegates and Alternate Delegates shall be selected by a method of selection determined by the Association members with principal offices in the County pursuant to the Articles of Association. The method of selection of Delegates and Alternate Delegates in effect at the date of the adoption of these revised Bylaws shall continue until changed by a majority vote of the Association members with principal offices in each respective County. Certification of the selected Delegates and Alternate Delegates shall be sent to the principal office of the Association no later than July 1 prior to the next Annual Meeting. In the event certification is not timely received in the principal office of the Association, the Board of Governors, by majority vote, may fill the vacancy from among the resident and life members in good standing of this Association from that County. In the event of a dispute concerning a Delegate selection, the House of Delegates shall determine its own membership in accordance with such rules as it may adopt.

D. ALTERNATE DELEGATES. An Alternate Delegate shall be selected for each Delegate in the same manner and at the same time as the Delegate. The Alternate Delegate shall serve in the absence of the Delegate, and shall automatically assume the office of Delegate in the event of the death, resignation, disability or termination of membership in the Association of the Delegate. Alternate Delegates shall have the same qualifications as, shall be selected in the same manner as, and shall serve in the place and stead of, the primary Delegate for whom they are to act in the event such Delegate is unwilling or unable to serve at any meeting of the House of Delegates.

E. VACANCY OR DUAL VACANCY OF DELEGATE AND/OR ALTERNATE DELEGATE. A vacancy in the office of Alternate Delegate or a dual vacancy in the offices of Delegate and Alternate Delegate shall be filled in such manner as a majority of the Association members with principal offices in such County shall determine. The Board of Governors, by majority vote, may fill any such vacancy whenever certification has not been received by the principal office of the Association by July 1 from among the resident and life members in good standing of this Association from that County.

BYLAW VIII. BOARD OF GOVERNORS

A. DISTRICT REPRESENTATIVES. The Association District Representatives on the Board of Governors shall be nominated in accordance with the Articles of Association. The manner and form of notice of the selections of the Nominating Committee, and notice of the manner and form of filing a petition by which members may nominate a District Representative shall be determined from time to time by duly adopted resolution of the Board of Governors.

B. VACANCIES. Board of Governors vacancies shall be filled in the following manner:

1. Association District Representatives. An Association District Representative vacancy on the Board of Governors shall be filled by appointment, by the Board of Governors, of a resident or life member of the Association in good standing from the Association District in which the vacancy exists, for the remainder of the term involved.

2. Immediate Past President. If, at any time or for any reason, the Immediate Past President is unable or disqualified to serve on the Board of Governors, such Board membership shall stand vacated until filled by succession, in accordance with these Bylaws.

3. Chair of House of Delegates. A vacancy on the Board of Governors occurring as the result of a vacancy in the office of Chair of the House of Delegates shall be filled by the person designated in these Bylaws to fill said office in the House of Delegates.

4. Chair of Young Lawyers. A vacancy on the Board of Governors occurring as the result of a vacancy in the office of the Chair of the official organization of the Association members under age 36 shall be filled by the person succeeding to the office of Chair of said organization.

5. Elected or Appointed Officials. A vacancy on the Board of Governors occurring as the result of a vacancy in an elective or appointive office shall be filled by the person succeeding to said office as provided by these Bylaws.

C. MEETINGS. The Board of Governors shall hold meetings from time to time in accordance with the following provisions:

1. Annual and other Regular Meetings. The Board of Governors shall hold an Annual Meeting each year in connection with the Annual Meeting of the Association Assembly, and such other Regular Meetings (which Annual and other Regular Meetings may be held within or without the State of Indiana) as may be determined by the Board of Governors. Due notice of such meetings shall be given to the members of the Board of Governors.

2. Special Meetings. Special meetings of the Board of Governors may be called at any time by the presiding officer of the Board of Governors or the President, or upon written

request of at least 20% of the members of the Board of Governors then in office. Due notice of such meetings shall be given to the members of the Board of Governors.

3. Quorum. A quorum of the Board of Governors shall consist of not less than one-third of the members of the Board of Governors then in office.

BYLAW IX. MEETINGS OF THE ASSOCIATION ASSEMBLY

A. MEETINGS. The Association Assembly shall hold an Annual Meeting each year and may hold such other Regular and Special Meetings as the Board of Governors may determine on or before the earlier of the last Monday of June of each year or within 15 months following the immediately preceding Annual Meeting. The Annual Meeting and any other Regular or Special Meeting shall be held at such time and place (within or without the State of Indiana) as determined by the Board of Governors.

B. NOTICE. Due notice of Annual, other Regular and Special Meetings of the Association Assembly shall consist either of prominent publication in an official Association publication or an announcement sent to the membership not less than 60 days prior to a Regular Meeting and not less than ten days prior to a Special Meeting, including a statement of the purpose(s) of the Special Meeting.

C. MEETING RULES OF PROCEDURE. The following rules of procedure shall be applicable at all meetings of the Association Assembly:

1. Presiding Officer. The President shall preside over all meetings of the Association Assembly. In the absence of the President, the President-Elect, the Vice-President or the Chair of the House of Delegates (in that order) shall preside.

2. Order of Business. The order of business and the calendar of events of Annual and other Regular and Special Meetings of the Association Assembly shall be determined by the Board of Governors, and due notice thereof shall be given the membership.

3. Motions from the Floor. At any meeting of the Association Assembly, 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. If any such Resolution is passed by a majority vote of the Association Assembly, such Resolution shall be referred to the next meeting of the House of Delegates for appropriate action.

BYLAW X. ELECTIVE AND APPOINTIVE OFFICERS

A. ELECTIVE OFFICERS. The elective officers of the Association shall be the President, the President-Elect and the Vice President, each of whom shall serve from the time of adjournment of the Annual Meeting at which the office is assumed, until adjournment of the next

Annual Meeting, except in the case of resignation or removal. At the close of each Annual Meeting, the President-Elect shall automatically succeed to the office of President, the Vice-President shall automatically succeed to the office of President-Elect, and the newly elected Vice President shall assume the office of Vice President.

B. APPOINTIVE OFFICERS. The appointive officers of the Association shall be the Secretary, the Treasurer and the Counsel to the President, who shall each be appointed annually by the President, with the approval of a majority of the Board of Governors to serve during the entire one year term of office of the President who appointed them (whether or not such President serves an entire year), except in the case of resignation or removal of such Secretary, Treasurer or Counsel to the President. The President may appoint one or two persons to fill the offices of Secretary and Treasurer, and all such appointees may be, but need not be, chosen from persons who already hold membership on the Board of Governors.

C. NOMINATION OF VICE PRESIDENT. Nominations for the office of Vice President shall be made in accordance with the following procedure:

1. Nominating Committee. Upon assuming office, the President shall appoint a Nominating Committee, consisting of one resident or life member of the Association in good standing from each Association District and shall designate one member as the Chair thereof. The Nominating Committee shall nominate a candidate for the office of Vice President and any other vacancy in elected office as provided in Section G of this Bylaw.

2. Other Nominations. Any 100 voting members of the Association in good standing may nominate another candidate for the office of Vice President by petition in writing, which shall be filed at the principal office of the Association no later than ten days prior to the date of the Association Assembly at the next Annual Meeting.

3. Nominations from Floor. The methods of nomination provided in the foregoing paragraphs 1 and 2 shall be exclusive, except that the Association Assembly, at an Annual Meeting, by the two-thirds vote of the members thereof present and voting on the question, may permit further nominations from the floor.

4. Rotation of Nominees for Vice President. Nominees for the office of Vice President shall be selected alternately, in rotation, from the areas designated as Areas No. 1 Northern Indiana), No. 2 (Central Indiana), No. 3 (Southern Indiana) and No. 4(Marion County) on the Association's District Map attached to these Bylaws and marked Exhibit A. Such rotation shall commence with Northern Indiana, with respect to the nominee for Vice President to be elected in 1994, followed by Marion County in 1995, Southern Indiana in 1996, Central Indiana in 1997, and in the same annual rotation thereafter.

D. ELECTION OF VICE PRESIDENT. The Vice President shall be elected from the nominees by the majority vote of the Association Assembly.

E. RESIGNATION. Any elected or appointed officer may resign by delivering written notice of such resignation to the President, Secretary or Executive Director of the Association. Unless the notice of resignation states otherwise, the resignation shall be effective upon delivery.

F. 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 two-thirds vote of the Board of Governors). In addition, an elected or appointed officer may be removed by the Board of Governors if it determines, by a three-fourths 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.

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

1. Presidential Vacancy. In the event of a vacancy in the office of President, the President-Elect shall become President automatically, and the Vice President shall become President-Elect automatically, to serve until the end of the second Annual Meeting following. In this event there shall be a vacancy in the office of Vice President.

2. President-Elect Vacancy. In the event of a vacancy in the office of President-Elect, the Vice President shall become President-Elect automatically, to serve until the end of the second Annual Meeting following. In this event there shall be a vacancy in the office of Vice President.

3. Dual Vacancy. In the event of a dual vacancy in the offices of both President and President-Elect, the Vice President shall become President automatically, to serve until the end of the second (2nd) Annual Meeting following. In this event there shall be vacancies in the offices of President-Elect and Vice President, which shall be filled in accordance with the manner of filling a vacancy in the office of Vice President, as provided in paragraph 5 of this Section G.

4. 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 Vice President as provided in paragraph 5 of this Section G.

5. Nominating Committee Responsibilities. In the event of a vacancy in the office of Vice President, or of a dual or triple vacancy in the elected offices, the President or President pro tempore immediately shall inform the Nominating Committee of the vacancy or vacancies, whereupon:

a. The Nominating Committee shall select, as promptly as possible, a qualified nominee or nominees for such vacant office or offices, and shall give notice of its nominee or nominees to the membership in accordance with the manner and form prescribed in these Bylaws.

b. Any 100 voting members of the Association in good standing may nominate a qualified candidate to fill the vacancy, or candidates to fill each of the vacancies, by petition in writing, which shall be filed at the principal office of the Association no later than) 20 days after notice was given by the Nominating Committee of its nominee(s).

c. It no petition is filed in accordance with paragraph b, the Nominating Committee's nominee(s) shall automatically become *Vice* President (and such other officer or officers as are appropriate, in the case of a dual or triple vacancy), on the 21ST day after notice was given by the Nominating Committee in accordance with paragraph a.

d. If one or more candidates are nominated by petition in accordance with paragraph b, the President or President pro tempore may call for an election at the next meeting of the Association Assembly. If the President or President pro tempore fails to call for an election at the next meeting of the Association Assembly, the Secretary shall send ballots by first class United States Mail or any other written means identified in Bylaws XVIII(F) to all voting members of the Association in good standing. Ballots shall contain the names of all candidates, together with instructions that the voted ballots must be returned or postmarked if by mail no later than ten days after the date the ballot was sent. No voted ballot returned or containing a postmark later than the above ten day period shall be counted. All ballots voted and timely returned to the principal office of the Association shall be kept unopened or unread until expiration of the voting period. The President or President pro tempore shall appoint tellers who shall open and tally all ballots on the third day after the voting expiration date, such tally to be conducted at the principal office of the Association. Each nominee may appoint an observer who shall be permitted to observe the opening and tallying of the ballots. Election shall be by majority vote. In the event no candidate receives a majority vote, a run-off election by ballots between the two candidates receiving the highest number of votes shall be conducted in the same manner.

e. The Vice President, or the Vice President and other officer or officers, in case of a dual or triple vacancy, elected pursuant to the above procedures, shall serve the balance of the term or terms of the vacated office or offices to which elected; and thereafter there shall be automatic succession to the offices of President-Elect and President, as provided in these Bylaws. In the event of a triple vacancy, the President elected pursuant to the above procedures shall serve not less than 12 months, with the succession of the President-Elect and Vice President delayed accordingly.

6. In the event of a vacancy in the office of Secretary, Treasurer and/or Counsel to the President, the vacancy shall be filled by appointment by the President, with the approval of a majority of the Board of Governors, for the remainder of the President's term of office.

7. The provisions of paragraph 4 of Section C of this Bylaw shall be observed in selecting a nominee for President, President-Elect or Vice-President under this Section G.

BYLAW XI. DUTIES OF OFFICERS

A. PRESIDENT. The President shall preside at all meetings of the Association Assembly, the Executive Committee and the Board of Governors. At the Annual Meeting, the incoming President shall outline proposals for an Association program for the ensuing year. The President shall appoint, with the approval of a majority of the Board of Governors, a Secretary, a Treasurer, Counsel to the President, the Chairs of all Standing Committees, members to fill vacancies on all Standing Committees, except as otherwise provided in these Bylaws, and Chairs and members of all Special Committees created in accordance with these Bylaws. The President shall supervise the work of all Committees and Sections in order to implement overall Association policy, and shall present a report of the state of the Association at the Annual Meeting and other Regular Meetings. The President shall have such other powers and perform such other duties as usually pertain to the office of the Chief Elective Officer.

B. PRESIDENT-ELECT. The President-Elect shall preside at all meetings of the Association Assembly, Executive Committee and Board of Governors in the absence of the President. The President-Elect shall serve concurrently as the President of the Indiana Continuing Legal Education Forum, and shall perform such other duties as the President of the Association, with the approval of a majority of the Board of Governors, may direct.

C. VICE PRESIDENT, The Vice President shall preside at all meetings of the Association Assembly, Executive Committee and Board of Governors in the absence of the President and President-Elect. The Vice President shall assist the President in supervising the work of the Committees and Sections, and otherwise shall assist the President as the President, with the approval of a majority of the Board of Governors, may direct.

D. SECRETARY. The Secretary shall arrange for the security of the records, documents and all other property of the Association, except money, and shall be responsible to authenticate all records of the Association. The Secretary shall keep, or cause to be kept, a record of the proceedings of all meetings of the Association Assembly, Executive Committee, Board of Governors and House of Delegates. The Secretary shall be responsible for the establishment and maintenance of a Directory of the Officers, Board of Governors, Section Councils and Committees, and, together with the Treasurer, a roster of all members of the Association. The Secretary shall also be responsible for the issuance of all Association notices.

E. TREASURER. The Treasurer shall coordinate the collection, disbursement and handling of all funds of the Association and its component elements, and shall provide for the maintenance of accurate and current financial records of all such funds. The Treasurer shall insure that an appropriate bond is posted, with a reputable and financially sound corporate surety, by each person having access to Association funds, including the Executive Director, the officers and the members of the Board of Governors of the Association having such access. The Treasurer shall assist the Audit Committee in the annual audit of the financial records of the Association and shall ensure that a report on the Association's financial statements be issued, annually to the Board of Governors and membership. The Treasurer shall also assist the Secretary in the establishment and maintenance of a roster of members, and shall cause the Secretary to be

notified of the names of all members to be removed from membership for delinquency in the payment of dues.

F. COUNSEL TO THE PRESIDENT. The Counsel to the President shall act as legal counsel to the President, shall provide advice and counsel to the President, and shall serve at the pleasure of the President.

G. EXECUTIVE DIRECTOR AND STAFF. An Executive Director and such other staff members as the Executive Committee may deem advisable, taking into account the recommendation of the Executive Director, shall be employed. The hiring, compensation and termination of the employment of the Executive Director shall be determined by majority vote of the Board of Governors. The hiring, compensation and termination of the employment of all other staff members shall be determined by the Executive Director, taking into account the operating budget approved by the Board of Governors, The Executive Director shall manage the staff and the headquarters offices of the Association, and perform such other duties as the President and the Board of Governors may prescribe.

BYLAW XII. COMMITTEES

A. 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 many members in its Committee and Section work. The procedures and organization hereinafter described are designated to compromise 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, and that no Committee or Section will be dominated by a few.

B. MEMBERSHIP OF COMMITTEES. The following provisions shall govern the membership of committees:

1. Voting Committee Members. Unless otherwise provided in these Bylaws, all Standing Committees shall consist of not less than six voting members who shall serve for staggered terms of three years each. The terms of approximately one-third of the members of each Committee shall expire each year. Special Committees may consist of any number designated by the President. The President shall, annually, designate a member of each Standing Committee and each Special Committee as Chair, who shall serve until a successor is appointed. The President, with the approval of a majority of the Board of Governors, shall fill for the balance of the term, any vacancy on any Committee except as otherwise provided in these Bylaws. The President may name the Chair of any Standing or Special Committee as an ex-officio voting member of any other Committee, to serve as such during the President's term of office.

2. Non-Voting Committee Members. Any member of the Association may become a non-voting Committee member of any Standing Committee by expressing such a desire in writing to the Chair of the Committee or to the Secretary of the Association. After such

written notice has been duly served, such non-voting member shall receive notice of all meetings of such Committee, and shall have all of the rights and privileges of the voting Committee members except the right to vote. A non-voting member shall be dropped from membership on any Standing Committee upon request by such member addressed to the Chair of the Committee, or by the Secretary upon failure to attend three successive meetings of the Committee.

3. Sub-Committees. The President may create any Sub-Committee of any Standing or Special Committee deemed appropriate. Any Standing or Special Committee Chair shall, when directed by the President, and may by personal initiative, effectuate the work of the Committee by appointing Sub-Committees, the members of which are to be selected from the voting members of the full Committee.

C. POLICY AS TO APPOINTMENT OF STANDING COMMITTEE MEMBERS. The appointment of voting Committee members to Standing Committees shall be by the President, with approval of a majority of the Board of Governors, except as otherwise provided in these Bylaws. No member shall serve simultaneously on more than two Standing Committees except where Committee membership is ex-officio by virtue of holding some other Chair, Office, or membership.

D. COORDINATION OF COMMITTEE AND SECTION ACTIVITIES. Whenever an activity of one Standing or Special Committee tends to involve a function assigned in these Bylaws or by the President to another Committee or a Section, the Committee in which the activity originated shall consult and coordinate with all such other committees and Sections. These Committees and Sections shall determine, by agreement, which entity 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 Governors. Primary responsibility for the activity also may be given to a Sub-Committee composed of voting members of the several Committees and Sections involved, to be appointed either by agreement of the Committees and Sections, or in the absence of such agreement, by the President, with the approval of a majority of the Board of Governors.

E. INACTIVE COMMITTEES. The President, with the approval of the Board of Governors, may place in inactive status any Standing Committee whose functions and duties are being performed by a duly created Section or another Standing Committee or a Special Committee. Any inactive Standing Committee may be activated by the President with the approval of a majority of the Board of Governors.

F. CREATION OR TERMINATION OF STANDING COMMITTEES. The President, with the approval of the Board of Governors, may create additional Standing Committees and delineate duties thereto as deemed appropriate. A Standing Committee may be merged, consolidated or terminated by the President, with the approval of the Board of Governors, subject to ratification of such action by the House of Delegates.

G. LIST OF STANDING COMMITTEES

1. A list of the Standing Committess of the Association will be maintained by the Secretary of the Association.

2. Notation of any action taken pursuant to this Bylaw to create, merge, consolidate, terminate, activate or deactivate a Standing Committee shall be appended to these Bylaws by the Secretary of the Association.

H. DUTIES OF STANDING COMMITTEES. Duties of Standing Committees shall be prescribed or approved by the President, with the approval of the Board of Governors. Such duties shall be recorded in the permanent Committee records filed in the Association offices, in the annual Association Directory, and in such other publications of the Association wherein such information would benefit or inform the membership.

I. SPECIAL COMMITTEES. Special Committees, with definite duties prescribed, may be created from time to time by the President, with the approval of the Board of Governors.

1. Appointment of Members. The members of a Special Committee shall be appointed by the President, with the approval of a majority of the Board of Governors.

2. Interim Creation of Committees. The President is authorized to create and appoint the members of Special Committees having definite duties and deemed necessary between meetings of the Board of Governors. Such presidentially created Special Committees shall be brought to the attention of the Board of Governors at its next meeting for ratification or termination action.

3. Sunset Provisions. All Special Committees (which term shall include all committees other than Standing Committees, whether denominated as "committees", "commissions", "task forces" or other titles), shall cease to exist on the third anniversary of the creation thereof, unless an earlier date of termination is specified at the time the creation of the Special Committee is approved by the Board of Governors. The Board of Governors may extend the life of a

Special Committee prior to the expiration thereof for up to an additional three years by a duly adopted resolution.

BYLAW XIII. COMMITTEE REPORTS

A. INTERIM REPORTS. Each Standing and Special Committee shall submit a report in writing when requested by the President or the Board of Governors.

B. ANNUAL REPORTS. Each Standing and Special Committee shall prepare an annual report covering its activities, including its recommendations, if any, and transmit same to the House of Delegates.

1. Filing and Dissemination. Reports shall be filed at the principal office of the Association no later than 45 days prior to each Annual Meeting of the House of Delegates. The Secretary shall cause copies of all Committee reports which require action to be distributed, no later than 40 days prior to the Annual Meeting of the House of Delegates, to all members of the Board of Governors and House of Delegates. The President or Board of Governors also may direct distribution of any Committee report to the membership or to a Section membership.

2. Recommendations by Committees. Recommendations may be made as part of a Committee report. When made, each recommendation shall be set forth at the end of the report under a separate, appropriate heading. Recommendations pertaining to fiscal affairs, employees and staff members, contractual obligations or property of the Association shall be made to the Board of Governors, and so designated in the report. All other recommendations shall be made to the House of Delegates, and so designated in the report, but shall be transmitted to the House of Delegates through the Board of Governors, which shall study and review same before transmission. The Board of Governors shall transmit all such reports to the House of Delegates with or without the Board's recommendations as to adoption, but the Board of Governors may also present its substitute recommendations to the House of Delegates for consideration. At the time the report of any Committee containing recommendations comes before the House of Delegates, the Secretary shall report the recommendation, if any, of the Board of Governors pertaining to each item.

BYLAW XIV. SECTIONS

A. CREATION, ABOLITION AND CONSOLIDATION OF SECTIONS. For the purpose of advancing the purposes of the Association, and to enable more members to participate actively in the meetings of the Association, the Board of Governors may sponsor and approve the organization of such Sections as it considers advisable, may discontinue any Section so approved, and may combine any such approved Section with any other approved Section.

B. SECTION BYLAWS. Each Section, when organized and approved, shall have the power to adopt its own Bylaws not inconsistent with the Articles of Association and these Bylaws. No Bylaws of any Section, or any amendment thereof, shall become effective until submitted to and approved by the Board of Governors.

C. SECTION DUES. Each Section, when organized and approved, shall have the power to fix Section dues, subject to the approval of the Board of Governors and to make expenditures from such funds not inconsistent with the direct purposes of such Section, but shall incur no obligation which is not currently payable from such funds. Section dues shall be billed and collected by the Association. No disbursement of the funds of a Section shall be made without authorization of an officer of said Section or a qualified member of the Association staff who has been authorized as such by the Section. Additional provisions for the safeguarding of Section funds may be adopted by the Board of Governors.

D. SECTION OFFICERS AND COUNCIL. The Bylaws of each Section shall provide for the election, by the enrolled members of such Section, of officers, and a Council, which shall consist of the officers and such additional Council members as may be prescribed by the Bylaws of the Section.

E. SECTION REPORTS. Each Section shall prepare a report covering its activities, including its recommendations, if any, and transmit the same to the House of Delegates through the Board of Governors in the same manner and at the same time as provided in the Bylaw entitled "Committee Reports".

F. SECTION MEMBERSHIP QUALIFICATIONS. There shall be no qualification for membership in any Section, other than membership in the Association, enrollment in such Section, and payment of the dues of such Section.

G. COORDINATION OF SECTION AND COMMITTEE ACTIVITIES. Whenever an activity of one Section tends to involve a function assigned in these Bylaws or by the President to another Section 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 entities 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 Governors. 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 Governors.

H. LIST OF SECTIONS.

1. A list of the Sections of the Association will be maintained by the Secretary of the Association.

2. Notification of any action taken pursuant to this Bylaw to create or discontinue a Section shall be appended to these Bylaws by the Secretary of the Association.

I. SECTION COMMITTEES. The Chair, with the approval of a majority of the Section's Council, may create such Standing or Special Committees as may be necessary to effectuate the work of the Section. The members of the Section Committees shall be members of the Section.

BYLAW XV. DELEGATES TO AMERICAN BAR ASSOCIATION

Association Delegates to the House of Delegates of the American Bar Association shall be elected in such manner not inconsistent with the governing rules and regulations of the American Bar Association as shall be determined from time to time by a duly adopted resolution of the Board of Governors.

BYLAW XVI. REPRESENTATION OF THE ASSOCIATION

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, or of a Section or a Committee of the Association, before a legislative body, court, governmental agency, or otherwise, except as specifically authorized by the Board of Governors or pursuant to a written policy duly adopted by the Board of Governors.

BYLAW XVII. INDEMNIFICATION

A. GENERAL. Every person who is or was a member of the Board of Governors of the Association (a "Governor") shall be indemnified by the Association against all "liability" and "reasonable expenses" (as such terms are defined in Ind. Code §§23-17-16-3 and-4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a Governor (the term "Governor" shall be defined for purposes of this Bylaw as the term "Director" is defined in Ind. Code §23-17-16-2, provided that such person is determined in the manner specified in Ind. Code §23-17-16-12 to have met the standard of conduct specified in Ind. Code § 23-17-16-8). The Association shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of Ind. Code § 2317-16-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Association shall proceed as provided in Ind. Code § 23-17-16-12 to determine whether such person is entitled thereto. Every person who is an Officer, Committee Chair or Section Chair, or an employee of the Association shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a Governor.

B. NOT A LIMITATION. Nothing contained in this Bylaw shall limit or preclude the exercise of any right under the Act or otherwise relating to indemnification of or the advancement of expenses to any Governor, Officer, Committee Chair or Section Chair, or any employee of the Association, or the ability of the Association to otherwise in-
demnify or advance expenses to any Governor, Officer, Committee Chair or Section Chair, or any employee.

C. INSURANCE. The Association may (but shall not be required to) purchase and maintain insurance on behalf of an individual who is or was a Governor, Officer, Committee or Section Chair of the Association, or who, while a Governor, Officer, Committee Chair or Section Chair of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Governor, Officer, Committee Chair or Section Chair, whether or not the Association would have power to indemnify the individual against the same liability under Section A or B of this Bylaw, provided

that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the Board of Governors.

D. APPLICABILITY. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Bylaw is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

BYLAW XVIII. MISCELLANEOUS

A. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of July and shall end on the last day of June in each year.

B. REGISTERED OFFICE AND REGISTERED AGENT - POWER TO CHANGE. The registered office of the Association and the business office of the Association's registered agent shall be identical. The location of the Association's registered office, and the designation of its registered agent may be changed at any time, or from time to time, as provided in the Act.

C. EXECUTION OF DOCUMENTS. All checks, drafts, 1 notes, bonds, bills of exchange, and orders for the payment of money; all deeds, mortgages, and other written contracts and agreements to which the Association shall be a party; and all assignments or endorsements of share certificates, registered bonds, or other securities owned by the Association, shall be signed by such person or persons as may be designated from time to time by duly adopted resolution of the Board of Governors.

D. VOTING OF SHARES OWNED BY THE ASSOCIATION. Any share or shares issued by any other corporation and owned or controlled by the Association may be voted at any shareholders' meeting of such other corporation by such person or persons as may be designated from time to time by duly adopted resolution of the Board of Governors.

E. CORPORATE RECORDS. In addition to other records required to be kept as permanent records by the Association under the Act (which, subject to the Act, may be kept in such place or places within the State of Indiana as the Board of Governors may from time to time determine), the Association shall keep a copy of the following records at its principal office:

1. Articles. The Articles of Association and all amendments to them as may be in effect from time to time.

2. Bylaws. The Bylaws and all amendments to them as may be in effect from time to time.

3. Board/Officers. A current list of the names and business or home addresses of the Association's Board of Governors and officers.

4. Annual Report. The most recent annual report delivered to the Secretary of State under the Act.

F. MEANS OF COMMUNICATION

1. Written Communication. Excepting notices required under Bylaw III, for any provisions herein which require or permit notices, submissions, responses or any other written communications, said communication may be submitted either by mail, facsimile or electronic mail. Communication by facsimile or electronic mail shall be considered equivalent to any communication otherwise required to be in writing.

2. Action Via Telephone Or By Other Means of Communication. Members of any Committee or Section of the Association may participate in a meeting through use of telephone or similar communications equipment, provided that all others participating in said meeting can speak to and hear one another and provided that said means of communication are readily available without producing an undue burden on the Association. Any Committee or Section of the Association having a member utilizing said means of participation, shall verify the identity of such persons participating in such a meeting to prohibit the participation of persons who are not members. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. Any Committee or Section of the Association may, but shall not hereby be obligated to, make available at the place of any meeting the telecommunications equipment necessary to permit members to participate as contemplated herein.

BYLAW XIX. CONFLICT OF INTEREST

It is the policy of the Association and its Board of Governors that the Association's governors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Association's governors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Association. This policy shall be further subject to the following principles:

1. Governors, officers, and employees of the Association shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Association in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Association.

2. Governors, officers and employees of the Association shall not seek or accept for themselves or any of their relatives (including spouses, ancestors, and descendants, whether by whole or half-blood), from any person or business entity that transacts or seeks to transact business with the Association, any gifts, entertainment, or other favors

relating to their positions with the Association that exceed common courtesies consistent with ethical and accepted business practices.

3. If a Governor, or a governor's relative, directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Association, the governor shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

4. Officers and employees of the Association shall not conduct business on behalf of the Association with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Governors of the Association.

5. The Board of Governors may require the Association's governors, officers, or employees to complete annually (or as otherwise selected by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these By-Laws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a persons participation as a governor, trustee, officer, or employee of any other nonprofit organization. The Board of Governors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

The failure of the Association, its Board of Governors, or any or all of its governors, officers, or employees to comply with the conflict of interest provisions of these By-Laws shall not invalidate, cancel, void or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Association that otherwise is valid and enforceable under applicable law.

BYLAW XX. AUDITING AND INTERNAL REPORTING

1. The President with the consent of the Board of Governors shall appoint an audit committee consisting of three persons. At least one of these persons shall be a member of the Board of Governors, and all shall be members of the Association. At least one member of the committee shall be a financial expert as defined by the rules of the Securities and Exchange Commission. The President shall designate one member of the committee as chair.

2. The audit committee shall have the sole authority to engage, retain and dismiss independent auditors and shall have authority to engage counsel and other advisors if needed. Not less frequently than bi-annually, the independent auditors shall audit the Association's financial records in accordance with generally accepted auditing standards and shall report on the Association's financial statement in accordance with generally accepted accounting principles.

3. The audit committee shall develop standards, which shall be provide to the Board of Governors and revised from time to time as necessary, documenting an approval procedure for all audit and non-audit services provided by the independent auditor.

4. The audit committee shall develop procedures, which shall be provided to the Board of Governors and revised from time to time as necessary, providing internal controls and procedures to protect the anonymous reporting of inadequate accounting procedures.

5. Personal loans from the Association or any other forms of private benefit to Governors, officers or employees of the Association are prohibited. The audit committee shall develop procedures, which shall be provided to the Board of Governors and revised from time to time as necessary, to report transactions or financial relationships between the Association and members of the Board of Governors, officers and employees of the Association.

BYLAW XXI. AMENDMENTS AND REVIEW

A. The power to make, alter, amend or repeal these By-Laws is vested in the Board of Governors, subject to the approval of the House of Delegates, in the manner set forth in the herein. The President shall ensure that the By-Laws be reviewed once every ten years, beginning no later than January 1, 2016.

B. These By-Laws may be amended at any Annual or other Regular or Special Meeting as follows:

1. Notice of a proposed amendment shall be filed by one or more of the members of the Association at the registered office of the Association no later than ten days before the Annual or other Regular or special Meeting of the House of Delegates at which the amendment is to be presented for adoption.

2. The Board of Governors shall forward any such proposed amendment to the Chair of the House of Delegates, together with its recommendations thereon, and shall give due notice thereof to the members as provided in the By-Laws of the Association.

3. Proposed amendments complying with paragraphs 1 and 2 above shall be placed on the agenda of the House of Delegates at its next meeting for vote. Enactment of the proposed amendment shall be by two-thirds of the members of the House of Delegates voting.