

BY-LAWS (AS AMENDED)
OF THE
AMERICAN INDIAN BAR ASSOCIATION, INCORPORATED

ARTICLE I

MEMBERS

Section 1

Qualifications. The Association's members shall be as provided in the Articles of Incorporation.

Section 2

Annual Meeting. The Association shall hold an annual meeting of the members each year on the first full day of the Annual Federal Bar Association Conference on Indian Law, unless an alternate date is fixed by the membership.

Section 3

Special Meetings. The Association shall hold special meetings of the members upon the call of the President or the Board of Directors. The President shall call a special meeting upon the written request of one-third of the regular members of the Association.

Section 4

Place of Meeting. The place at which meetings of members shall be held shall be fixed from time to time by the Board of Directors or by the President of the Association.

Section 5

Notices. Notice of meetings of the members shall be mailed by a person or entity designated by the President of the Association to each members of the Association at the member's preferred address, as it appears on the records of the Association, not less than thirty (30) days prior to the date of such meetings.

Amended April 3, 1991.

Section 6

Presiding Officer. At all meetings of members of the Association, the President, or in the absence of the President, the President-Elect, or in the absence of the President-

Elect, the Secretary, or in their absence, any member of the Board of Directors, or in their absence, any member selected by the meeting, shall preside.

Section 7

Quorum. A number of regular members equal to one-fourth of the total number of regular members shall constitute a quorum for the conduct of business at any meeting of members of the Association.

Section 8

Adjournment. Any meeting of members of the Association may be adjourned by vote of a majority of those regular members present at the meeting and voting.

ARTICLE 11

BOARD OF DIRECTORS

Section 1

Board of Directors. The Association shall have a Board of Directors consisting of the President, the President-Elect, the Immediate Past President, the Secretary, the Native American Law Students Association (NALSA) Representative, and four other Directors elected by the regular members. The President of the Association shall be the presiding officer of the Board of Directors, and the Secretary of the Association shall act as Secretary of the Board.

Note from Suzanne: This section was amended several years ago (1998?) to increase the number of at-large Board members, but I have not been able to locate the minutes of the annual meeting to determine the exact amendment.

Section 2

Term. Subject to the provisions of Sections 2 and 3 of Article IV of these Bylaws, the term of office for members of the Board of Directors shall be one (1) year. Directors may serve any number of consecutive terms.

Section 3

Powers and Duties. The Board of Directors shall manage, control, and administer the business and affairs of the Association, and shall determine its policies, all subject to and in accordance with the Articles and By-laws. All appropriations of funds of the Association shall be made by the Board of Directors. The Board of Directors shall approve all expenditures incurred by, or on behalf of the Association, except for regular

expenditures in the normal course of business, and shall review and approve, at least annually, the accounts of the Treasurer, including all bank accounts.

Section 4

Meetings. The Board of Directors shall meet at least twice a year and shall keep a record of its proceedings. It shall make its own rules as to times, places and notices of its meetings, and shall make its own rules of procedure. A special meeting of the Board of Directors may be called at any time by the President or any two members of the Board of Directors.

Section 5

Notice. Notice of meetings of the Board of Directors, other than special meetings, shall be given orally or in writing by the Secretary at least seven (7) days prior to the date of such meeting. Notice of special meetings shall be given at least three (3) days prior to the date of a special meeting.

Section 6

Quorum. Five members of the Board of Directors shall constitute a quorum.

Amended April 6, 1984.

Section 7

Reports and Referendum. The Board of Directors shall, from time to time, report to the members of the Association, at any meeting thereof, concerning the Board's proceedings.

The Board or Directors, may, at any time, by a majority vote of its members, refer and submit to members of the Association at any meeting thereof, any questions or matters affecting the Associations' affairs or policy which, in the judgment of the Board, may be of immediate or practical consequence to the Association or its members.

Any action thereafter taken through appropriate resolution by members of the Association, at any meeting thereof, on any question or matter so reported, referred or submitted, shall be the controlling action of the Association, its officers, and its Board of Directors.

ARTICLE III

OFFICERS

Section 1

President. It shall be the duty of the President to preside at all meetings of the Association. The President shall have such powers and perform such other duties, not inconsistent with the Associations' Articles of Incorporation and By-laws, as usually are possessed or exercised by chief officers.

Section 2

President-Elect. It shall be the duty of the President-Elect to perform the duties of the President of the Association during the President's absence or inability to act, and to perform the duties assigned to the President-Elect by the President.

Section 3

Secretary. It shall be the duty of the Secretary to keep minutes of the proceedings of all meetings of the members and of all meetings of the Board of Directors, together with the minutes of all matters of which minutes may be ordered by the Association or its Board of Directors. The Secretary shall read the minutes of the previous meeting at the next meeting, unless waived. The Secretary shall have custody of all records, reports and other papers belonging to the Association, other than those kept by the Treasurer. The Secretary shall perform such other duties as may be assigned to the Secretary by the Association Board of Directors or the President. The Secretary shall maintain and have at all meetings a current list of all members eligible to vote therein.

Amended April 3, 1991

Section 4

Treasurer. The Treasurer shall be appointed by the Board of Directors and shall serve for a term of four years, unless removed by vote of the majority of the Board of Directors. The Treasurer shall collect and disburse all funds of the Association, under the direction of the Board of Directors, and shall keep an accurate record of all receipts and disbursements of the Association, which shall be open to the inspection of any member of the Board of Directors. The Treasurer shall make a financial report at each annual meeting of the Board of Directors, prior to the annual meeting of the members of the Association, detailing all receipts and disbursements of the past year. The Treasurer shall file such annual reports with the Internal Revenue Service and the Corporations Division of the District of Columbia Department of Consumer and Regulatory Affairs as are required by the Association. The Treasurer shall be a non-voting officer of the Association.

Added April 3, 1991

Section 5

Vacancies. In the event of vacancy in the office of President, the President-Elect shall assume the office. In the event of vacancy in the office of President-Elect, the Secretary shall assume the duties thereof, but not the office. The vacancy shall be filled at the next regular meeting of the members, or at a special meeting of the members called for that purpose, with notice that said vacancy is to be filled.

In the event of vacancy in the office of Secretary, the vacancy shall be filled for the unexpired term by a majority vote of the Board of Directors.

Amended and renumbered April 3, 1991

Section 6

Term. All voting officers of the Association shall serve for a term of one year, and may be removed without cause by the affirmative vote of a majority of the Board of Directors of the Association. Except of the Secretary, voting officers may not serve consecutive terms in the same official capacity.

Amended April 6, 1984; amended and renumbered April 3, 1991; amended April 7, 2000.

Section 7

Executive Committee. [Blank]

ARTICLE IV

ELECTIONS

Section 1

Time. The Association shall hold regular elections for the election of officers and members of the Board of Directors on the date and the hour fixed, as herein provided, for the holding of the annual meeting of members.

Section 2

Automatic Officers. The President of the Association shall, at the end of his or her term as President, assume the position on the Board of Directors as Immediate Past President. The President-Elect shall, at the end of his or her term as President-Elect, assume the position on the Board of Directors of President of the Association.

Amended April 6, 1984; November 14, 1990; April 3, 1991

Section 3

Nomination. Any regular member in good standing may be nominated from the floor at the annual meeting of the members, or by mail to the Secretary or President of the Association prior to the annual meeting, for any position or office on the Board of Directors; provided, that no nomination from the floor or by mail shall be made for the office President or the position of Immediate Past President.

Amended April 3, 1991

Section 4

Ballots. All elections shall be by show of hands or by voice vote, and each regular member of the Association shall be entitled to one vote for each office and position on the Board.

Amended April 3, 1991.

Section 5

Votes to Elect. A majority of votes cast shall elect.

ARTICLE V

MEMBERSHIP AND DUES

Section 1

Admission to Membership. Any person desiring to become a member of the Association shall apply to the Board of Directors on such forms as may be prescribed by the Board. A qualified applicant for membership shall become a member of the Association upon receipt by the Association of the applicant's dues and membership application form.

Amended April 3, 1991.

Section 2

Dues. All dues shall become due and payable at the commencement of the membership year, which shall coincide with the date of the annual meeting of the Association, but may be paid at any time during the membership year. The Board of Directors shall have the power to remit dues of any member in whole or in part.

Dues for regular Members shall be fifty dollars (\$50.00) per year; dues for Associate Members shall be twenty dollars (\$20.00) per year; dues for Special Members shall be fifty dollars (\$50.00) per year; and dues for Chapter Memberships shall be one hundred dollars (\$100.00) per year.

Dues in arrears on the date of any regular or special meeting shall cause the person owing to be ineligible to vote at such meeting.

Amended April 3, 1991; April 7, 2000.

Section 3

Certificate of Membership. A certificate of membership, in such forms as may be prescribed by the Board of Directors, may be issued annually to each member upon payment of his annual dues.

Section 4

Membership Appeal. Any decision made by the Board of Directors which denies an individual membership in the Association may be appealed to the regular membership whose decision shall be final.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Section 1

Resignation of Member. A member not in default in payment of dues, and against whom no complaint or charge is pending, may at any time resign in writing with the Secretary, and it shall become effective as of the date it was filed when accepted by the Board of Directors.

Amended April 3, 1991.

Section 2

Failure to Pay Dues. Any member failing to pay annual dues within three months after the date when the same became due may be suspended by the Board of Directors after notice and thereafter shall be reinstated only upon payment of all dues to the Association.

Section 3

Censure, Suspension and Expulsion. Any member may be censured, suspended or expelled by the Board of Directors, after a hearing, by the affirmative vote of not less than two-thirds of the Board members, for good cause. Before any such action may be taken, written charges must be filed against the member, and written notice of the

proposed hearings on such charge must be given to the member charged at least ten days before the date of such hearing. At such hearing, the members charged shall be given an opportunity to be heard, and to present evidence in answer to such charges.

ARTICLE VII

AMENDMENTS

These By-laws may be altered, amended, supplemented, or repealed, or new By-laws may be adopted, by an affirmative vote of a majority of the Directors then in office.

ARTICLE VIII

MISCELLANEOUS

Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

ARTICLE IX

STATE CHAPTERS

Section 1

Formation of Chapters. Any statewide bar association formed in the interest of Indian Law (Indian Bar Association) and not a constituent part of the State Bar Association may be admitted as a Chapter of the American Indian Bar Association; provided, that a constituent of a State Bar Association may be admitted as a Chapter if no other Indian Bar Association exists within the State. Admission of an Indian Bar Association as a Chapter of the American Indian Bar Association shall be made by official request of such Indian Bar Association and by an affirmative vote of a majority of the Directors of the American Indian Bar Association then in office. For the purposes of construing this Section, the District of Columbia shall be considered a State.

Added March 28, 1990.

Section 2

Operation of Chapters. Any Chapter of the American Indian Bar Association shall continue to operate pursuant to its own Articles of Incorporation and By-laws. As a Chapter it shall become eligible upon its own assent to perform projects assigned to it by the American Indian Bar Association. Chapters shall be given a preference in funding from the American Indian Bar Association. Admission of an Indian Bar Association as a

Chapter does not entitle its members to membership in the American Indian Bar Association, except as provided in Article V of these By-laws.

Added March 28, 1990.

Section 3

Cessation of Chapter Status. A Chapter of the American Indian Bar Association shall cease to be a Chapter of the American Indian Bar Association upon official request of the Chapter.