

BY-LAWS  
OF  
DEFENSE TRIAL COUNSEL OF INDIANA, INC.

Revised and adopted by Board of Directors January 24, 2019

ARTICLE I  
NAME, LOCATION AND SEAL

Section 1. Name. The name of the Corporation shall be the Defense Trial Counsel of Indiana, Inc.

Section 2. Location. The post office address of its principal office is 9505 Copley Dr., Indianapolis, IN 46260, and the name and address of its resident agent is Lisa Mortier, 9505 Copley Dr., Indianapolis, IN 46260. The location of its principal office, or the designation of its resident agent, or both, may be changed at any time, or from time to time when authorized by the Board of Directors, by filing with the Secretary of State on or before the day any such change is to take effect, or within ten (10) days after the death of the resident agent, or other unforeseen termination of his agency, a certificate signed by the President or President-Elect, and the Secretary of the Corporation, and verified under oath by one of such officers signing the same, stating the change to be made and reciting that such change is made pursuant to authorization by the Board of Directors.

ARTICLE II  
CALENDAR YEAR

The calendar year of the corporation shall begin on the first day of January in each year and end upon the last day of December of that year.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Number and Terms. The number of Directors of the Corporation shall be twenty-one (21). The Board shall consist of four (4) classes. One class shall consist of nine (9) at-large Directors, residing anywhere in the State. The other three classes are geographically based and shall correspond to the First, Second, and Third districts court of appeals respectively. Each such class shall consist of four (4) Directors residing in that district. Within each geographically based class the Directors shall be divided into sub-classes whose terms shall be staggered to expire in different years. In any given geographically based class, the term of not more than two Directors will expire in a year. A Director's term shall be three (3) years. A Director may continue to serve until a successor is elected. The anniversary date of Directors' terms shall be the date of the annual meeting of the membership.

The Board will also have one (1) non-voting member. This individual will be the person who is the current chair of the Young Lawyer section. This non-voting member will serve a two-year term.

Section 2. Election. The Directors shall be elected to the Board by a majority of the members present at the annual meeting of the members of the Corporation. The nominating committee shall place into nomination at the meeting the names of persons necessary to fill any vacancies in the Board. Any voting member may nominate any other voting member at the meeting for election to the Board. If no nominee shall have a majority of the votes after the first ballot, a second ballot shall be taken with the two nominees having the most votes on the first ballot. If there is a tie after the second ballot, the nominee receiving the most votes by the members of the Executive Committee shall be elected.

Section 3. Removal. Any Director may be removed upon a majority vote of the Board of Directors for a

failure to attend at least fifty percent (50%) of the meetings of the Board of Directors held in the immediately preceding twelve (12) month period.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors caused by death, resignation, increase in the number of Directors, or otherwise, shall be filled by a majority vote of the remaining members of the Board, until the next annual meeting.

Section 5. Quorum. A number of seven (7) of the Directors represented in person or by proxy shall constitute as a quorum to conduct business.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held during the fourth quarter of the calendar year at the call of the President for the purpose of organization, election of Officers, and consideration of any other business that may be brought before the meeting. Notices shall be given to each Officer and Director of the annual meeting specifying the time and place of the meeting either personally, by mailing, fax, e-mail, or telegram at least seven (7) days before the meeting.

Section 7. Other Meetings. Other meetings of the Board of Directors shall be held upon the call of the President, or of three (3) members of the Board of Directors of the Corporation at such place, within the State of Indiana, upon seven (7) days notice, specifying the time, place and general purposes of the meeting, giving to each Director, either personally, by mailing, fax, e-mail, or by telegram. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notices may likewise be waived by absent Directors, either by written instrument, e-mail or telegram, executed either before or after such meeting. By a special resolution adopted by the Board, the Board may establish regular monthly or other meetings to be held without the mailing of notices of such meeting to the members of the Board.

Section 8. Powers of the Board of Directors. The Board of Directors shall have power to fix the salaries of all Officers, and to employ and discharge all employees and appointive Officers and fix the wages or salaries thereof; or said Board may authorize any one or more of its Officers so to do.

The Board may, by resolution, from time to time, prescribe the manner in which all obligations of the Corporation shall be issued and signed.

The Board may also prescribe the manner in which the books of the Corporation shall be kept and audited, and the affairs of the Corporation managed; what Officer or Officers may borrow money in the name of the Corporation; and in general said Board shall have full charge and management of the business affairs of said Corporation, with full power to act in the premises.

#### ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Election. At its annual meeting of the Board of Directors, there shall be elected a President, a President-Elect, a Secretary, and a Treasurer for the period January 1 to December 31 of the year immediately following their election at the annual meeting, or until their successors are elected and qualified. The President shall be chosen from the Board of Directors, but none of the other Officers of the Corporation need be a Director. Two or more offices may not be held by the same person. No law firm or legal organization shall have more than two of its members serve as an Officer of the Corporation at the same time. If an annual meeting is not held at the time designated by these By-Laws, such failure shall not cause any defect in the corporate existence of the Corporation, but the Officers for the time being shall hold over until their successors are chosen and qualified.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation or

otherwise, the same shall be filled by the Board of Directors, and the Officer so elected shall hold office for the remainder of the unexpired term of his predecessor, or until his successor is chosen and qualified.

Section 3. The President. The President shall preside at all meetings of Directors, discharge all duties which devolve upon a presiding Officer, and perform such other duties as these By-Laws provide, or the Board of Directors may prescribe. The President shall have full authority to execute proxies in behalf of this Corporation, to vote stock owned by it in any other corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of this Corporation all subject to the provisions of an Act to amend I.C. 23-7, concerning the organizations of not-for-profit corporations, approved April 16, 1971, of the Act of 1971, and all Acts amendatory thereof and supplemental thereto.

Section 4. The President-Elect. The President-Elect shall be responsible for the supervision of each of the substantive law sections of DTCL. The President-Elect will be responsible for monitoring the actions of each of the sections throughout the year in order to assist each section with accomplishing each of the section's goals and objectives for that year. If any of the sections are failing to meet their goals and objectives, the President-Elect shall work with the section liaison and section chair to assist that section in achieving its goals and objectives. If the section continues to fail to meet its goals and objectives, the President-Elect shall notify the President at the earliest opportunity so that appropriate action can be taken.

The President-Elect shall attend the meeting of all the section chairs or their designees which is held each January to review the responsibilities of the section chairs and to exchange ideas among the section chairs as to how they may make their section stronger. The President-Elect shall also attend the meeting of section chairs in August at which time there shall be a review as to what progress the sections are making toward accomplishing their goals and objectives for the year, and how DTCL can assist the sections. Each section is responsible for submitting a report at the beginning of each quarter in which each of the sections shall provide an updated status regarding the activities of the section in the prior quarter. The President-Elect shall receive a copy of each of the section's quarterly reports. If any section fails to submit a timely report, the President Elect shall contact the section liaison and section chair to see that a quarterly report is received as soon as possible.

The President-Elect will work with each section to be sure that each section has a person to fill each of the section positions including chair, vice chair, publications, membership, web watcher and DRI liaison.

The President-Elect is responsible for the supervision of each of the DTCL committees including Legislative, Judiciary, Membership, Awards, Amicus, Rules, Young Lawyers, Women in the Law, and Diversity. The President-Elect will contact each of the committee chairs at the beginning of the year to assist each committee in identifying its goals and objectives for the year. The President-Elect will work with the committee chairs throughout the year to assist the committees in accomplishing their goals and objectives. If any of the committees are experiencing any problems or difficulties, the President-Elect shall bring this to the attention of the President as soon as possible so that they may be addressed.

The President-Elect shall be the chairman of the long range planning committee. The long-range planning committee will meet at least once every five years to review, update and modify the long-range plan as necessary. The long-range plan should be reviewed on an annual basis to assess whether DTCL is successfully meeting the goals and objectives, which have been identified in the long-range plan.

Section 5. The Secretary. The Secretary will also have responsibility for the supervision of all DTCL publications for the year. The Secretary will work with the Managing Editor of the *Indiana Civil Litigation Review* regarding the identification of authors and articles, will receive reports from the Managing Editor as to the timeliness of any articles, and will work with the Managing Editor to be sure

that articles are submitted by any scheduled deadline to insure that the *Review* will be published according to the set deadline.

In addition to working on the *Review*, the Secretary shall also work with the publications directors to be sure that our authors have been selected for contributions on a monthly basis to the *Indiana Lawyer*. The Secretary will be available to assist the publications director in finding other authors if any authors should fail to meet a deadline.

The Secretary shall also work with each section chair and section publication chair to provide any assistance which any section may have regarding any section publications for the year. The Secretary shall take such action as may be necessary and appropriate so that the articles will be of the highest quality and will be published within the deadlines which have been established.

The Secretary shall also work with the Executive Director regarding the format, updating, and any appropriate changes or modifications to the DTCI website.

Section 6. The Treasurer. The Treasurer will be responsible for preparing the annual budget. The Treasurer will also be responsible throughout the year for monitoring income and expenses to insure that the budget is followed as carefully as possible.

The Treasurer will have responsibility for the development, planning and execution of all DTCI seminars for the year, including the annual conference in the fall, the rookie seminar, and any other seminars. The Treasurer will work with the President, Executive Director, and program chair for each seminar to assist with any planning which may be needed. The Treasurer will be available to assist in such matters as the time, location, topics, speakers, and budget for any seminar. The Treasurer shall also serve as a resource person with the Executive Director in the planning of any seminars for any of the substantive law sections during the year.

## ARTICLE V MEMBERS

Section 1. Qualifications. The qualifications of a person prerequisite to membership in this Corporation are set forth in Article VI of the Articles of Incorporation. The dues for the members shall be established from time to time by the Board of Directors.

Section 2. Application for Membership. Any qualified member of the Bar of Indiana who applies for membership in the Corporation on a form to be prescribed for said purpose by the Board of Directors of the Corporation may be considered for membership by the Board of Directors. Each new voting member must be recommended by one (1) voting member of the Corporation.

Section 3. Termination of Membership. When a member ceases to be qualified for membership in this Corporation his membership may be terminated by the Board of Directors when such disqualification comes to its attention; provided, however, that no such termination shall be made effective or ordered by the Board of Directors until such member has been advised personally or by mail of such proposed action and such member is afforded a full and fair opportunity to appear before the Board of Directors, to show cause why his membership should not be terminated.

Section 4. Annual Meeting. The annual meeting of the members of the Corporation shall be held during the fourth quarter of the calendar year. Notice of the annual meeting shall be given to each member in the manner as specified in Section 6 of this article.

Section 5. Special Meetings. Special meetings of members may be called by the President and by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of the members authorized to vote by the Articles of Incorporation.

Section 6. Notices. A written, e-mailed, or printed notice stating the place, day and hour of the special meeting and the purpose for which the special meeting is called, shall be delivered or mailed by the Secretary or his or her designee, or by the Officer or person calling the meeting, to each member of record entitled to vote at the meeting, at the address which appears on the records of the Corporation or published in a newsletter or other publication which is mailed to each member at least seven (7) days before the date of the meeting. Notice of any meeting of members, may be waived in writing filed with Secretary, or by attendance in person.

Section 7. Voting. Every voting member shall have the right at every meeting to one (1) vote for each membership standing in his name on the books of the Corporation. No member whose dues or assessments are unpaid shall be entitled to vote. A member may vote in person or by proxy executed in writing. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided in the proxy.

Section 8. Quorum. A majority of the persons qualified to vote as members represented in person or by proxy, shall constitute a quorum.

Section 9. Organization. The President and, in his absence, any Officer authorized, and, in their absence, any member chosen by the members present, shall call meetings of the members to order and shall act as chairman of such meetings, and the Secretary of the Corporation shall act as secretary of all meetings of members. In the absence of the Secretary, the presiding Officer may appoint a member to act as secretary of the meeting.

## ARTICLE VI EXECUTIVE COMMITTEE

The Officers of the corporation, when elected by the Board of Directors, shall constitute the Executive Committee. The Executive Committee shall exercise all the responsibilities, authority and duties that are delegated or assigned to it by the Board of Directors.

## ARTICLE VII NOMINATING COMMITTEE

Section 1. Membership. The Nominating Committee shall be composed of the prior President, current President and President-Elect.

Section 2. Duties. The Nominating Committee shall have the duty of nominating at the annual meeting of the Board of Directors a list of candidates for each office of the Corporation as provided in Article IV. The Nominating Committee shall also have the duty of nominating at the annual meeting of the Corporation a list of candidates to serve as members of the Board of Directors as provided in Article III.

## ARTICLE VIII CONFLICT OF INTEREST

In their capacity as members of the Board of Directors, the Defense Trial Counsel of Indiana (“DTCI”) must act at all times in the best interest of DTCI. The purpose of this policy is to help inform the Board of Directors about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

## CONFLICT OF INTEREST POLICY

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of DTCI. In their capacity as Board members, they must subordinate personal, individual business, third party, and other interests to the welfare and best interest of DTCI.
2. A conflict of interest is a transaction or relationship that presents or may present a conflict between a Board member’s obligation to DTCI and the Board member’s personal, business or other interests.
3. All conflicts of interests are not necessarily prohibited or harmful to DTCI; however, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members - with the interested Board member(s) recused from participating in debates and voting on the matter - are required.
4. All actual and potential conflicts of interest shall be disclosed by Board members to the DTCI President and Executive Director. The disinterested members of the DTCI Board shall make a determination as to whether a conflict exists, and what subsequent action is appropriate.

## ARTICLE IX DOCUMENT RETENTION AND DESTRUCTION POLICY

This Document Retention and Destruction Policy of DTCI identifies the record retention responsibility of the Executive Director of DTCI, and the Board of Directors for maintaining and documenting the storage and destruction of the organizations documents and records.

1. **Terms for retention.**
  - a. Retain permanently:

*Governance records* - Charter and amendments, By-Laws, other organizational documents, and governing board and board committee minutes.

*Tax records* - Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, and files related to tax audits.

*Financial records* - Audited financial statements, and attorney contingent liability letters.

- b. Retain for ten years:

*Government relations records* - State and federal lobbying and political contribution reports and supporting records.

- c. Retain for three years:

*Employee/employment records* - Employee names, address, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, and documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

- d. Retain for one year:

*All other electronic records, documents and files* - Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, and survey information.

## ARTICLE X AMENDMENTS

These By-Laws may be altered, repealed, or amended in whole or in part, and new By-Laws may be adopted at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors by a majority vote; provided, however, that notice of such meeting shall contain notice of such proposed change.