

BY-LAWS  
OF  
DEFENSE TRIAL COUNSEL OF INDIANA

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 a Vice-President, 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 or by 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 or 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 obligation of the Corporations 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 Vice-President, 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 shall have more than two of its members serve as an officer and Director 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 perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the By-Laws or the Board of Directors may from time to time prescribe.

Section 5. The Vice-President. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and/or President Elect, and shall perform such other duties as these By-Laws may require or the board of Directors may prescribe.

Section 6. The Secretary. The Secretary shall attend all sessions of the Board of Directors and shall act as Clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the Directors to be given by the President and shall perform such duties as the By-Laws or the board of Directors may from time to time prescribe.

Section 7. The Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of all receipts and disbursements and shall deposit all moneys to the credit of the Corporation in such depository as may be prescribed by

the Board of Directors from time to time. He shall furnish at the meetings of the Board of Directors or members a statement of the financial condition of the Corporation and shall perform such other duties as the By-Laws or the Board of Directors may from time to time prescribe.

## 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. 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 meeting of members may be called by the President 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 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 all 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

##### 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 and 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.