



**CALIFORNIA INDIAN LAW ASSOCIATION, INC. BYLAWS
(Amended Through March 18, 2016)**

ARTICLE I - OFFICES

Section 1. Principal Office. The principal office of this Corporation shall be located in the City of Los Angeles, County of Los Angeles.

Section 2. Other Offices. The Board of Directors (the “Board”) may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE II - OBJECTIVES AND PURPOSES

The objectives and purposes for which this Corporation is formed are:

- (a) To serve as the representative of the Indian law legal profession in California;
- (b) To promote the sound administration of justice;
- (c) To enhance the professional growth and development of members of the Indian law legal profession and tribal justice system personnel in California;
- (d) To promote high standards of professional competence and ethical conduct in the Indian law legal profession and tribal justice system personnel;
- (e) To provide meaningful service for the welfare and benefit of the members of the Association;
- (f) To provide quality education programs to the Indian law legal profession, tribal justice system personnel, law students, and the public;
- (g) To keep members informed of developments in their respective fields of interest;
- (h) To keep members informed of the affairs of the Association, to encourage their involvement in its activities, and to provide members opportunities to assume leadership roles;
- (i) To promote professional and social interaction among members of the Indian law legal profession and tribal justice system personnel in California;
- (j) To advance the status of Indian tribes and American Indian and Alaska Native people in the law;
- (k) To help Indian tribes in California achieve self-determination and self-sufficiency and protect and enhance tribal sovereignty, their government-to-government relationship with the United States and the federal trust responsibility;
- (l) To promote the study of Indian law and related topics in public and higher education;
- (m) To provide guidance and assistance, through mentoring, scholarships and other activities, to Native American students in their pursuit of law studies and the legal profession;
- (n) To engage in other lawful activities not inconsistent with the above purposes or

with the Corporation's status under law.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. The Corporation shall have the following classes of members. No class of members shall have any interest or property in the assets of the Corporation, and no member shall hold more than one membership in the Corporation.

(a) Voting members. Voting members must be either:

- (1) A member in good standing of the State Bar of California or admitted to practice before a tribal court in California;
- (2) A judge, commissioner, referee or justice system personnel in California;
- (3) A member of the faculty of an accredited law school in the State of California; or
- (4) An elected official, staff or member an Indian tribe in California, recognized or unrecognized;
- (5) A resident of the State of California who is a law school graduate, working in a capacity that serves Native American people;
- (6) Students attending a law school in the State of California, or who are members of a California tribe and attending law school in any state.

(b) Associate members. Associate members are those who do not qualify for other categories of membership. Associate members shall have all rights, interests, privileges and duties as regular members, but shall not be entitled to vote or hold office.

Section 2. Dues. Each member in good standing must pay, within the time and on the conditions set by the Board, the annual dues in amounts to be fixed from time to time by the Board. The Board may establish different classes of membership for purposes of paying dues.

Section 3. Resignation or Expiration of Membership. The membership of any member shall be terminated upon occurrence of any of the following events: (a) resignation of the member; or (b) expiration of the period of membership.

Section 4. Transfer of Membership. A member may not transfer membership to another person.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at any place within or outside the State of California designated by the Board.

Section 2. Annual Meetings. The annual meeting of members shall be held on the date of the Corporation's Annual Conference, typically held during October of each year, unless the Board fixes another date and so notifies the members as provided in Section 4 of this Article.

Section 3. Special Meetings.

(a) Who can call special meeting. A special meeting of the members may be called for any proper purpose at any time by any of the following: the Board, the President or thirty percent (30%) or more of the members.

(b) Special meeting called by members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the members making the request and the nature of the business proposed to be transacted. The request shall be delivered personally or sent by registered mail to the President of the Corporation. Nothing contained in this Section 3 (b) shall be construed as limiting, fixing or affecting the time when a meeting of members may be called by action of the Board.

Section 4. Notice of Meetings.

(a) **General notice contents.** All notices shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of an annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members.

(b) **Notice of certain agenda items.** If action is proposed to be taken at any meeting on any of the following, the notice shall also state the general nature of the proposed action:

- (1) Removing a director;
- (2) Filling a vacancy on the Board by the members;
- (3) Amending the articles of incorporation;
- (4) Amending the Bylaws;
- (5) Approving a contract or transaction in which a director has a material, financial interest; or
- (6) Approving a plan of distribution of assets other than cash, in liquidation.

(c) **Timing of notice.**

- (1) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting.
- (2) Upon request in writing to the president, vice president or secretary by any person (other than the board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the

members entitled to vote that a meeting will be held at a time fixed by the board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request.

(d) Manner of giving notice. Notice of any meeting of members shall be given by mail, or other written communication including but not limited to electronic mail, charges prepaid, addressed to each member at the address of that member appearing on the books of the Corporation for the purpose of notice.

Section 5. Quorum.

(a) Fifteen percent (15 %) of the voting power, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, the articles or these bylaws.

(b) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 6. Adjourned Meeting. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided in Article IV, Section 5(b) above.

Section 7. Voting.

(a) Eligibility to vote. Persons entitled to vote shall be regular members as of the date determined in accordance with Section 10 of this Article IV, subject to the provisions of the Hoopa Nonprofit Corporation Code.

(b) Manner of casting votes. Voting by the members may be by voice or by ballot.

Section 8. Waiver of Notice or Consent to Holding of Meeting.

(a) Written waiver or consent. The transactions of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if, either before or after the meeting, each person entitled to vote who was not present in person signs a written waiver of notice, a consent to a holding of the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute

a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if the objection is expressly made at the meeting.

Section 9. Action by Written Consent Without a Meeting.

(a) General. Any action that may be taken at any meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this Section 9.

(b) Solicitation of written ballots. The Corporation shall distribute by mail one written ballot to each member entitled to vote. All solicitations of votes by ballot shall:

- (1) Specify a reasonable time by which the ballot must be returned to the Corporation;
- (2) Set forth the proposed action; and
- (3) Provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(c) Approval. Approval by written ballot pursuant to this Section 9 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation. No written ballot may be revoked after delivery to the Corporation or deposit in the mails

(e) Filing. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

(f) Effect of noncompliance. Failure to comply with this Section 9 shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition a court of competent jurisdiction to compel compliance with the provisions of the law.

Section 10. Record Date for Member Notice and Voting.

(a) **Record date for notices and voting.** The record date for determining those members entitled to receive notice of a meeting of members shall be the business day preceding the day on which notice is given. Section 10(c) of this article notwithstanding, the record date for determining those members entitled to vote at a meeting of members shall be the day on which the meeting is held until the time the meeting is called to order.

(b) **Record date for written consent to action without a meeting.** The record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board has been taken, shall be the day preceding the day on which the written ballots are mailed to members. When prior action by the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

(c) **“Record Date” means as of the close of business.** For purposes of Sections 10(a) and 10(b) above, a person holding a membership as of the close of business on the record date shall be deemed a member of record.

Section 11. Voting. Each regular member of record shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE V - ELECTION OF DIRECTORS

Section 1. Nominations and Solicitations for Votes.

(a) **Election.** Directors shall be elected at the annual meeting as provided in Article VI, Section 3.

(b) **Nominations.** Any member present at the meeting may nominate a candidate for the position of director. A member may nominate himself or herself as candidate for director.

(c) **Solicitation of votes.** If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure, as determined by the Board, that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If, after the close of nominations the number of people nominated for the Board is not more than the number of directors to be elected, the Board may without further action, declare that those nominated and qualified to be elected have been elected.

Section 2. Vote Required to Elect Directors. Candidates receiving the highest number of votes shall be elected as directors.

ARTICLE VI - DIRECTORS

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the Hoopa Nonprofit Corporation Code and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

- (1) Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws; and fix their compensation;
- (2) Change the principal executive office or principal business office in the State of California from one location to another; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including the annual meetings;
- (3) Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the form of the seal and certificate; and
- (4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered to the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust and other evidences of debt and securities.

Section 2. Number and Qualification of Directors. The number of directors shall be nine (9). Directors must be members of the corporation.

Section 3. Election, Appointment and Term of Office of Directors.

(a) Elected directors. The directors shall be elected by the membership at large. Such election shall take place at the annual meeting of the members; or by election conducted by ballot in accordance with Article IV, Section 9 of these Bylaws; or at any special meeting of the members held for that purpose.

(1) Each director elected by the membership at large shall hold office for three (3) years, or until her or his successor shall have been elected and qualified. The terms of the directors shall be staggered. In the first election three (3) directors shall be elected for terms of three (3) years, three (3) directors for terms of two (2) years, and three (3) directors for terms of one (1) year.

(2) Each director appointed to fill a vacancy shall hold office until expiration of the term for which elected and until his or her successor shall have been elected and qualified.

(b) Appointed vacancy. Each director appointed to fill a vacancy in accordance with

Section 4 below shall hold office until expiration of the term for which elected and until his or her successor shall have been elected and qualified.

Section 4. Vacancies.

(a) Events causing vacancies. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (1) The death or resignation of any director; or
- (2) By removal of any director by resolution of the Board for one or more of the following reasons:
 - (i) The director has been declared of unsound mind by a final order of court;
 - (ii) The director has been convicted of a felony;
 - (iii) On or after the date of adoption of these bylaws, the director has missed three consecutive regularly scheduled Board meetings without cause; or
 - (iv) The director has been found to have breached a duty owing to the Corporation under Hoopa law by final order or judgment of any court.

(b) Resignations. Except as provided in this Section 4(b), any director may resign, which resignation shall be effective on giving written notice to the President of the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may appoint a successor to take office when the resignation becomes effective.

(c) Vacancy filled by appointment. Each vacancy of an elected or appointed member of the Corporation's Board shall be filled by appointment by the Board.

(d) No vacancy on reduction in number of directors. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Place of Meetings: Meetings by Telephone.

Regular meetings of the Board may be held at any place within or outside of the State of California that has been designated from time to time by the Board or that has been designated in the notice of the meeting. A regular or special meeting of the Board may be held at any place consented to in writing by a majority of the Board members either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6. Annual Meeting. Subsequent to each annual meeting of members, the Board

shall hold a regular meeting for the purpose of election of officers and the transaction of other business. Notice to the membership of this meeting shall not be required.

Section 7. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

Section 8. Special Meetings.

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the President, and Vice-President or any two directors.

(b) Notice.

(1) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) written notice by first class mail, postage paid; (ii) by e-mail or (iii) by facsimile. All such notices shall be given or sent to the director's address or facsimile number as shown on the records of the Corporation.

(2) Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meetings. Notices by facsimile shall be given at least 48 hours before the time set for the meeting.

(3) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting.

Section 9. Quorum and Voting.

(a) Quorum the Board. A quorum of the Board for the transaction of business, except to adjourn as provided in Article VI, Section 10, shall be a majority of the number of actual elected or appointed directors at the time, regardless of the number of authorized director positions. This clause is intended to prevent board vacancies from impairing the ability of a "short" board from establishing a quorum. A director serving as President of the Corporation shall be counted in establishing a quorum of the Board.

(b) Voting. Every director shall have one vote; provided, however, a director serving as President of the Corporation shall vote only as necessary to break a tie. The act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Hoopa Nonprofit Corporation Code, including, but not limited to, those provisions relating to: (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action

taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Notice of Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 12. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII - EXECUTIVE DIRECTOR

If sufficient funds are available, the Board shall appoint an Executive Director of this Corporation who shall be a paid employee and who shall not be an officer or director of this Corporation. The Executive Director shall, subject to the Board and to the supervision and direction of the President, be the general manager of the Corporation and shall have control over and be responsible for the day-to-day operation of the Corporation. The Executive Director shall be directly responsible to the Board for executing the duties and responsibilities of the position in a manner which promotes the Association policies, goals and objectives as established by the Board. The Executive Director, although not a member of the Board, shall have the same rights as members of the Board to notice of and to attend meetings of the Board. If there are insufficient funds to appoint an Executive Director, the President shall be responsible for the duties of the Executive Director.

ARTICLE VIII - OFFICERS

Section 1. Officers. The officers of this Corporation shall be President, Vice President, Secretary and Treasurer. The officers shall be elected from the directors of the Corporation. Other officers and offices may be established or appointed by the Board, as the Board deems necessary.

Section 2. Election of Officers. Officers shall be elected annually by the Board at the first Board meeting following the annual Corporation meeting typically held each October, or as soon thereafter as such elections conveniently may be held. New offices created by the Board may be filed at any meeting of the Board. Each officer shall hold office until such Officer's successor shall have been duly elected and qualified.

Section 3. Removal of Officers. Any officer elected by the Board may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's judgment, the best interest of the Corporation would be served.

Section 4. Vacancies in Offices. A vacancy in any office, because of death, resignation, removal, disqualification as a member or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Responsibilities of Officers.

(a) **President.** The President shall be the principal executive officer of the Corporation, shall serve as the Chair of the Personnel Committee, and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) **Vice President.** In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(c) **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation's records; keep a register of the mailing address of each member; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board from time to time.

(d) **Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. Any bond shall be paid for by the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and, in general,

perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board from time to time.

ARTICLE IX - COMMITTEES

Section 1. Committees. The Corporation may have standing committees established by the Board from time to time. Each committee shall have as a committee member at least one member of the Board, to be selected by the Board and to serve as liaison between that committee and the Board.

Section 2. Committee Chairs; Responsibilities. The President shall appoint the chair of each committee for a one year term on the first Board meeting following the October Corporation Annual Conference, or as soon thereafter as practical. The committee chair shall be responsible for notifying committee members of meetings; presiding over meetings of the committee; reporting to the President and the Board on matters acted upon or considered by the committee; and any other responsibilities incident to the purpose and function of the committee. The committee chair shall submit to the Treasurer a proposed budget for the committee by January 1 of each year.

ARTICLE X GENERAL PROVISIONS

Section 1. Advisory Board.

- (a) The President may create an Advisory Board consisting of persons who are not directors, to serve at the pleasure of the President.
- (b) The Advisory Board shall have none of the powers referenced in Article VI, Section 1, but shall serve in an advisory capacity only to provide advice and counsel, upon request, to the President.

Section 2 Execution of Contracts. The Board may authorize any officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Corporation and may determine the manner of such execution. Such authority may be general or limited and, unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or in any amount; provided, however, that any contract or instrument between the Corporation and any third person, when signed by the President or Vice-President, and the Secretary or the Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

Section 3. Nonliability of Officers and Directors, Indemnification and Indemnification for Litigation.

- (a) The officers and directors of this Corporation are and will be indemnified to the maximum extent permissible under Hoopa law.

(b) The Corporation shall have, and hereby agrees to exercise, the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an officer, director or other agent of the Corporation or its chapters, to the full extent allowed under the provisions of Hoopa law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board determines and finds to be reasonable or, if required by said, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 4. Financial Reports. The Board shall present a written report of its financial condition, activities and distributions to the members at the annual meeting and upon written request of at least forty percent (40%) of the members.

ARTICLE XI - AMENDMENTS

Except as otherwise provided by Hoopa law, these bylaws may be amended (1) by the Board at any duly noticed regular or special meeting of the Board, provided that the proposed amendment to the bylaws is mailed to all directors at least four (4) days before said meeting; or (2) by the Board without notice if consent in writing of all of the directors is obtained.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a tribal government, the federal government, or to a state or local government, for a public purpose.

ARTICLE XIII - MEANING OF WORDS

All words used herein in the singular shall include the plural; the present tense shall include the future tense; and the feminine gender shall include the masculine gender.

As amended

March 28, 2003

July 8, 2005

October 28, 2006

October 28, 2010

October 11, 2013

March 18, 2016