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CODE OF BYLAWS
OF
AMERICAN CIVIL LIBERTIES UNION OF INDIANA, INC.
(*formerly* INDIANA CIVIL LIBERTIES UNION, INC.)

(Adopted May 19, 2012, ~~Revised July 21, 2012~~

Revised January 10, 2022

ARTICLE 1: NAME AND AFFILIATION

§1. Name and Affiliation. The American Civil Liberties Union of Indiana, Inc. (hereafter "ACLU-IN") is an affiliate of the American Civil Liberties Union, Inc. (hereafter "ACLU"). The ACLU-IN is a tax exempt organization under Section 501 of the Internal Revenue Code, operating in the State of Indiana. The organizational policies and rules of the ACLU are binding on the ACLU-IN.

ARTICLE 2: MISSION STATEMENT

§2. Mission Statement. The ACLU-IN is dedicated to defending individual rights and enhancing and preserving liberties that are grounded in the United States and Indiana constitutions and civil rights laws.

ARTICLE 3: MEMBERSHIP

§3.1. Membership. The membership of the ACLU-IN is composed of:

(a) All members of the ACLU residing within the State of Indiana; and

(b) Such members of the ACLU living in contiguous areas outside of Indiana as may be agreed upon by the ACLU-IN board of directors, the board of the affiliate (if any) exercising jurisdiction within the state in which those members are residents, and the national board.

§3.2. Voting Rights. Each member of the ACLU-IN is entitled to one vote.

§3.3. Membership List:

(a) The ACLU-IN shall maintain at its principal place of business a complete list of the names and addresses of all known members.

(b) This list may be inspected by any member during regular business hours, and may be copied at the member's expense.

(c) The list of members shall be available at any meeting of members at which voting may take place.

§3.4. Access to Corporate Records:

(a) A member may inspect and copy records of the minutes of and actions taken at meetings of the board of directors and meetings of members and other relevant documents if the request is made in good faith for a proper purpose and describes with reasonable particularity both the specific records and specific purpose. Such requests shall be made during normal business hours at the member's expense. The member must give the ACLU-IN five days' written notice addressed to the executive director.

(b) This provision does not give any member the right to obtain information on the identity of contributors to the ACLU-IN.

§3.5. Resignation. A member may resign at any time by notifying the ACLU-IN in any reasonable manner. The resignation of a member does not entitle the member to a refund of any portion of the membership dues, nor does it relieve the member of any obligation incurred prior to resignation.

ARTICLE 4: MEETINGS OF MEMBERS

§4.1. Annual Meeting:

(a) The ACLU-IN shall hold an annual meeting at a place and time determined by the board of directors. All members shall be invited and no fee may be charged for attending.

(b) At the annual meeting, the president, treasurer, and executive director shall report on the activities and financial condition of the ACLU-IN.

(c) At the annual meeting, the members shall consider and act upon any matter properly raised consistent with the notice provisions of this Article.

(d) The president of the board of directors, the senior vice president, or the president's designee shall preside at the annual meeting.

§4.2. Special Meetings:

(a) Special meetings of the members may be called by the president or the board of directors.

(b) Special meetings must be held if at least ten percent (10%) of all members of the ACLU-IN sign, date, and deliver to the ACLU-IN's secretary a written demand for a special meeting stating the purpose of the meeting. For purposes of this provision, membership shall be determined as of thirty (30) days before the delivery of the demand. Special meetings called by the members must be held

within sixty (60) days following delivery of the demand, at a time and place to be determined by the board of directors.

§4.3. Notice of Meetings:

(a) Notice of the annual meeting shall be communicated to members by first class mail, email, publication, or other reasonable means. Notice must state the place, date, and time of the meeting, and must describe any matters to be considered that require approval of the members.

(b) Notice of special meetings stating the place, date, time, and purpose of the meeting shall be communicated to members by first class mail, email, publication, or other reasonable means by the officer or person(s) calling the meeting.

(c) Notice must be sent at least twenty-one (21) days before the meeting date.

§4.4. Voting. Members entitled to vote at meetings shall be all persons who are members of the ACLU-IN on the date of the meeting.

§4.5. Exercise of Voting Rights. At any meeting of members, any member in attendance may vote. Proxy voting is not permitted.

§4.6. Quorum. At any meeting of members, a quorum shall consist of those members who are present. A majority vote is necessary for the transaction of business at the meeting unless a greater number is required by these bylaws.

§4.7. Written Ballot in Lieu of Special Meeting. In lieu of a special meeting of members, the board of directors may submit the matter to the membership for a vote by written ballot, which includes electronic ballots. Approval occurs only if a majority of members who return their ballots support the action, and if at least ten percent (10%) of all members support the action.

ARTICLE 5: BOARD OF DIRECTORS

§5.1. Duties. The general business and affairs of the ACLU-IN shall be overseen by the board of directors. The board of directors shall set policy, appoint the executive director, acquire and dispose of property, and engage in other activities consistent with law and the articles of incorporation.

§5.2. Number of Directors. The board shall consist of not more than twelve regional directors, nine at-large directors, and nine board-appointed directors.

§5.3. Selection of Directors; Terms

(a) Regional Directors. Twelve directors shall be elected to three-year terms by the members on a regional basis. Terms shall be staggered so that four regional directors are elected each year. The board of directors shall divide the state into geographical regions, the number of regions and the number of directors per region to be specified by the board. Any member residing in that region may nominate himself or herself to run for a seat on the board of directors. The

nominating committee shall be responsible for setting election procedures and administering the election. If no candidate is nominated for a regional seat, the board of directors shall declare the seat vacant and fill it according to the procedure in §5.5.

(b) At-Large Directors. Nine directors shall be elected to three-year terms by the membership at large. Terms shall be staggered so that three at-large directors are elected each year. This shall be an open process in which any member may nominate himself or herself to run for a seat on the board of directors. The nominating committee shall be responsible for setting election procedures and administering the election. If more than three candidates run, the three with the highest number of votes shall be declared the winners. If fewer than three candidates run, the board of directors shall declare the remaining seats vacant and fill them according to the procedure in §5.5.

(c) Board-Appointed Directors. Up to nine directors shall be elected to three-year terms by the board of directors. Terms shall be staggered so that one-third (1/3) of the board-appointed director's positions will expire each year. The nominating committee shall recommend candidates for these seats and directors shall be given the opportunity to nominate additional persons.

(d) Good Standing. All directors must be members in good standing of the ACLU-IN.

(e) Board Seats. No person may be a candidate for or hold more than one seat on the board.

(f) Terms. Directors may serve up to two consecutive three-year terms. After serving two consecutive terms, a director must roll off the board for at least one year before seeking re-election. If a director is appointed by the board to fill a vacancy and serves less than three years, that initial service shall not count toward the limit of two consecutive three-year terms. There is no lifetime limit on the total number of terms a director may serve. This provision shall take effect upon passage of these bylaws, as amended, by the board.

An exception to the term limit described above may be extended, by a majority vote of the board, to a board member elected as Treasurer or National Board Representative. Such an exception shall expire at the end of the calendar year within which the board member ceases to serve in that officer position.

Terms shall begin on January 1 of the year following the year in which the director is elected, and expire on December 31 of the year that marks the end of the three-year term. The term of a board-appointed director shall run from the day following the meeting at which the person was appointed until December 31 of the year in which the term ends.

§5.4. Nominating Committee. The president shall appoint a five member nominating committee. No more than two members of the committee may be from the same region. The nominating committee shall carry out the duties specified in this Article.

§5.5. Vacancies. Any vacancy on the board of directors shall be filled by a majority vote of the directors. The term for a replacement director shall begin on the day following the meeting at which the person was selected until December 31 of the year in which the term ends.

§5.6. Compensation. Members of the board of directors shall receive no compensation for services performed as directors of the ACLU-IN.

§5.7. Conflict of Interest. Members of the board of directors shall sign a conflict of interest statement each year.

§5.8. Removal of a Director. A director, whether elected by members or appointed by the board, may be removed by the board with cause, but only after the director has been given notice and-an-opportunity-to-be-heard.

§5.9. Automatic Removal from the Board:

(a) Unexcused absence of any director from three consecutive regular meetings of the board without the grant of a leave of absence by the board shall result in automatic removal from the board of directors; provided that the board may reinstate a director who within thirty (30) days after notice of removal requests reinstatement in writing and provides satisfactory assurances that the person will attend board meetings regularly thereafter.

(b) A director who has been reinstated will automatically be removed from the board of directors if he or she is absent without the grant of a leave of absence from any two consecutive meetings in the twelve months following reinstatement. If the director is removed a second time, that director may not be reinstated by the board.

(c) A director whose membership in the ACLU has lapsed shall automatically be removed from the board, but only after the director has been notified and given thirty (30) days to reinstate his or her membership.

(d) Any director removed from the board who has not been reinstated is ineligible to be elected to the board of directors for one year.

§5.10. Resignation of Director. A director may resign at any time by delivering written notice to the president or secretary of the board. Resignation is effective when notice is received unless the notice specifies a later date.

ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS

§6.1. Meetings:

(a) Regular meetings of the board of directors shall be held at least three times each year at times and places designated by the board of directors.

(b) Other special meetings of the board of directors may be called by the president or any six (6) members of the board. At least one week's notice must be given specifying the time, place, and purpose of the special meeting. No vote may be taken at a special meeting on any matter beyond the purpose for which the special meeting was called.

§6.2. Who May Attend Meetings: The following are entitled to attend and address meetings of the board of directors:

(1) Members of the board of directors,
(2) The executive director and the legal director,
(3) Other paid staff, with the board's consent,
(4) Members of the advisory council,
(5) Any member of the ACLU-IN, as long as space is available, and
(6) Anyone invited by a board director as long as space is available.

§6.3. Executive Session: Upon a majority vote, the board may go into executive session to consider personnel or other confidential matters, in which case only directors and persons needed to transact the business at hand may attend.

§6.4. Exercise of voting rights:

(a) At meetings of the board of directors, any director in attendance may vote. Proxy voting is not permitted. A director participating in a meeting by telephone or electronic means is considered to be in attendance.

(b) An act of a majority of directors present and voting shall be an act of the board of directors, unless a larger number of votes is required by these bylaws or state law.

§6.5. Quorum:

(a) A quorum of the board of directors consists of one-half (1/2) of the directors holding office immediately before the meeting begins. Members participating by telephone or electronic means are considered as being at the meeting for purposes of determining a quorum.

(b) If a quorum is present at the beginning of a board meeting, a quorum is considered present for the entire meeting unless a quorum count is called

§6.6. Parliamentarian:

(a) The president may appoint a member of the board to serve as parliamentarian.

(b) The presiding officer at any meeting of members or the board of directors may appoint any person in attendance at that meeting to serve as temporary parliamentarian for that meeting only.

ARTICLE 7: OFFICERS AND REPRESENTATIVES

§7.1. Numbers and qualifications:

(a) The officers of the ACLU-IN shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as the board of directors shall deem necessary. Officers must be members of the ACLU-IN board of directors.

(b) In the event that more than one vice-president holds office, the executive committee shall designate one to be the senior vice-president.

§7.2. Election of Officers:

(a) Officers, with the exception of the Treasurer, shall be elected by the board of directors for no more than two consecutive two-year terms at the last board meeting of every year. The term of an officer begins the following January 1 and lasts until December 31 of following year. Treasurer shall be elected by the board of directors for two year terms.

(b) Newly elected directors whose term is to begin on the upcoming January 1 are eligible to be elected as officers.

(c) Procedures for the election of officers shall be established by the nominating committee and approved by the board.

§7.3. Delegation of Official Authority. In case of the temporary absence or disability of any officer other than the president (see §8.2(a)), the board of directors may delegate the powers and duties of that officer to any other director for a specified period of time.

§7.4. Removal of Officer. The board of directors may remove an officer at any time with or without cause by a majority vote of the entire board of directors.

§7.5. Resignation of Officer:

(a) An officer other than the president may resign at any time by delivering notice to the president, the secretary, or the board of directors.

(b) The president may resign at any time by delivering notice to the senior vice president, the secretary, or the board of directors.

§7.6. Vacancies. Any officer vacancy may be filled by a majority vote of the directors. The term for a replacement officer shall begin immediately upon election and continue until the end of the year.

§7.7. Affiliate Representative. Representatives of the ACLU-IN to any board, council, conference or other body of the ACLU or other organization shall be elected as needed by the board of directors.

ARTICLE 8: DUTIES OF OFFICERS

§8.1. President. The president shall preside at all meetings of members, the executive committee, and the board of directors; shall be an ex-officio member of all committees; and shall discharge all duties inherent to a presiding officer prescribed by the board of directors or provided in these bylaws.

§8.2. Vice-Presidents:

(a) The senior vice-president shall perform all the duties of the president during the absence or disability of the president.

(b) Vice-presidents shall perform other duties as the board of directors shall prescribe.

§8.3. Secretary. The secretary shall be responsible for:

(a) recording and keeping the minutes of meetings of the board of directors, members, and executive committee;

(b) authenticating records of the corporation;

(c) giving notice of meetings of the ACLU-IN; and

(d) performing such other duties as may be assigned by the board of directors.

§8.4. Treasurer. The treasurer shall be responsible for:

(a) keeping a true and complete record of accounts showing the financial condition of the ACLU-IN;

(b) maintaining and safeguarding all funds, bank accounts, notes, securities and other valuables that come into the possession of the ACLU-IN;

(c) furnishing the board of directors with a statement of the financial condition of the ACLU-IN; and

(d) performing such other duties as may be assigned by the board of directors.

ARTICLE 9: DUTIES OF EXECUTIVE DIRECTOR

§9.1. Executive Director:

(a) The executive director shall be appointed by the board of directors and shall report to the board. He or she shall be in charge of all activities of the ACLU-IN. He or she shall have the powers and duties usually attributed to the manager of a corporation, subject to the authority and direction of the board of directors.

(b) The executive director shall have overall authority over all paid staff and volunteers, although day-to-day supervision of subordinate staff and volunteers may be handled by other persons in senior staff positions.

(c) The executive director shall coordinate the work of any task forces approved by the board.

(d) If the executive director is not a licensed attorney, the executive director shall defer to the legal director with regard to activities of the organization constituting the professional practice of law.

(e) The executive director is an ex-officio member of the executive committee.

§9.2. Legal Director:

(a) The legal director shall be appointed by the executive director with the advice and approval of the board of directors. The legal director shall report to the executive director. He or she shall be responsible for and have charge of litigation and other legal activities of the ACLU-IN. He or she shall have the duties usually attributed to the senior attorney of a non-profit corporation

(b) The legal director shall normally be responsible for supervising the work of staff attorneys, paralegals, cooperating attorneys, legal interns, and volunteers involved in litigation and other legal activities.

ARTICLE 10: COMMITTEES

§10.1. Functional Committees:

(a) The board of directors may create standing committees as well special function committees. A committee shall limit its activities to the purposes for which it was created, and shall have no power to act other than the powers specifically conferred upon it by the board of directors. Special function committees shall be discharged after their final reports are accepted by the board of directors.

(b) ACLU-IN members who are not directors may serve on committees established by the board; however, the chairs of standing committees must be directors.

§10.2. Executive Committee:

(a) The executive committee shall consist of the officers selected pursuant to Article 7 of the bylaws and the representative to the ACLU national board, plus such other persons as may be elected by the board of directors. The executive director shall be a non-voting member of the committee. The president shall serve as its presiding officer, and the secretary shall keep the minutes.

(b) The minutes of executive committee meetings shall be presented to the board at its next regular meeting.

(c) The executive committee may not distribute ACLU-IN funds nor authorize the dissolution, sale, transfer or pledge of the ACLU-IN's assets without prior authorization from the board.

§10.3. Advisory Council. The board of directors may appoint an advisory council. Members of the advisory council, appointed by the board of directors, shall be members of the ACLU-IN. Advisory council members shall be notified of all meetings of the board of directors and be sent copies of materials distributed to the board.

§10.4. Task Forces:

(a) The board may form task forces to address a specific problem, community, or issue. All such task forces shall pursue their tasks within policies set by the board, and limit their activities to the purposes for which the task force was created.

(b) Task forces shall report to the board of directors and shall coordinate their activities with the executive director.

(c) Membership on or chairing a task force does not make a person a member of the board of directors, nor entitle a person to exercise the rights and privileges of a director.

(d) Members of task forces are chosen because of special skills and knowledge. A task force member need not be a member of the ACLU-IN.

ARTICLE 11: FINANCE

§11.1 Fiscal Year. The fiscal year of the ACLU-IN shall run from April 1 to March 31 or as required by the ACLU.

§11.2 Payment of Funds. All checks or notes above a certain amount, to be set by the board of directors shall be signed by two persons, one the executive director or the executive director's designee and the other by the treasurer or another director designated by the president of the board. The amount specified shall be reviewed every three years.

§11.3: Audit. The financial statements of the ACLU-IN shall receive no less than a review-level report each year by a certified public accountant and the results presented to the board for approval

§11.4 Budget. The executive director, in consultation with the treasurer, shall prepare a budget for the coming fiscal year to be presented to the board for approval. The budget may be modified as necessary or desirable.

§11.5 Loans. Any loan to the ACLU-IN in the amount of $10,000 or more must be approved by the treasurer and the executive director.

§11.6. Employed Personnel. The executive director shall be responsible for the employment of all personnel and the setting of their compensation as prescribed in the budget approved by the Board of Directors.

ARTICLE 12: CHAPTERS

§12.1. Creation and Dissolution of Chapters. The state board of directors may create chapters and define their geographical boundaries. The board may dissolve a chapter if it gives sixty (60) days' notice to the chairperson or secretary of the chapter, holds a hearing, and approves the dissolution by a two-thirds majority of state board members present.

§12.2. Student and University Chapters. The board of directors may establish student chapters affiliated with particular colleges or universities, whether or not the chapter qualifies as an official campus organization. Such chapters shall operate pursuant to policies established by the state board of directors, and may be dissolved by the board of directors in the same manner as geographical chapters.

§12.3. Chapter Membership. All members living in the area of a geographical chapter shall be members of that chapter. A chapter may permit members living outside its area to become chapter members. All members who are students at a college or university that has a chapter

shall be members of that chapter, subject to payment of any regular dues imposed by that chapter.

§12.4. Chapter Bylaws. Each chapter shall adopt bylaws and may later amend them, provided, however, that all chapter bylaws and amendments shall be subject to approval by the ACLU-IN board of directors. Chapter bylaws must be consistent with the rules and bylaws of the ACLU and the ACLU-IN.

§12.5. Chapter Finances: If a chapter has not held meetings or been engaged in any significant activities for one or more years, or if it has been dissolved, the state board of directors may take possession of any funds in chapter bank accounts, However, such funds shall be returned to the chapter if it becomes active again within two years.

ARTICLE 13: POLICY REFERENDUM

§13.1. Policy Referendum:

(a) The board of directors shall cause an advisory referendum vote by the membership of the ACLU-IN upon any policy position adopted by the board in any of the following cases:

(1) if a majority of chapters adopt resolutions requesting the referendum at meetings of the chapter members.
(2) if at least one-third of the members of the board of directors submit a written petition for a referendum.
(3) if at least ten percent (10%) of the members of the ACLU-IN submit a written petition for a referendum.

(b) No referendum is required on any single issue more often than once in any three years. The board of directors shall determine what constitutes a single issue.

ARTICLE 14: AMENDING THE BYLAWS

§14.1. Board of Directors. Except as otherwise provided in §14.2, the board of directors may make, amend, or repeal bylaws. The affirmative vote of two-thirds of the members of the board directors in attendance at a meeting is required to change the bylaws, provided that notice of the proposed changes shall have been given to all members of the board at least ten days before the meeting.

§14.2. Initiation by Membership:

(a) The board of directors shall be required to act upon any proposed amendment to the bylaws submitted by written petition of at least 10% of the members of the ACLU-IN. If the board rejects the proposed amendment, the matter shall be submitted to a membership referendum within 90 days. The amendment is considered adopted if a majority of members of the ACLU-IN vote on the referendum, and at least two-thirds of those voting favor the amendment. No

referendum shall be required on any single issue more often than once every three years.

(b) A bylaw created by membership referendum may only be amended or repealed by another membership referendum, or by a vote of two-thirds of the members at the annual meeting of members.

§14.3. Amending Voting Requirements. An amendment to the bylaws that changes the voting, quorum, or majority requirements for member meetings must be approved by the members.