

**WISCONSIN TRIBAL JUDGES ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
NAME AND LOCATION**

The name of this association shall be the Wisconsin Tribal Judges Association, Inc., (hereinafter "Association"). The principal office shall be located in the City of Madison, County of Dane, State of Wisconsin, University of Wisconsin Law School – Great Lakes Indian Law Center.

The Association may have such other offices as the Board of Directors may determine or as the affairs of the Association may require from time-to-time. The Association shall have and continuously maintain in the State of Wisconsin a registered office, and a registered agent whose office is identical with such registered office, as required by the Wisconsin Non-Stock Corporation Law presently found at Chapter 181, Wisconsin Statutes. The address of the registered office may be changed from time-to-time by the Board of Directors with that change promptly reported to the Wisconsin Secretary of State.

**ARTICLE II
PURPOSES**

The purposes of this Association shall include, but not be limited to, the following:

1. To provide training for tribal court personnel and facilitate the improvement of tribal court systems.
2. To facilitate communication among Association members in the interests of better serving our respective Indian communities.
3. To provide for and participate in Association activities including the training of administration, clerks, and other court personnel.
4. To cooperate with tribal governments, inter-tribal organizations, governmental agencies, private organizations, and others to accomplish common purposes.
5. To further public awareness of tribal courts and their roles and publish materials to accomplish this end.
6. To establish a permanent system for reporting judicial opinions and other materials in the field of Indian law not otherwise available to member courts.
7. To maintain a data bank of tribal court opinions, laws and ordinances of member courts, and other materials, and provide back-up legal support to members of the Association.

8. To assist members in drafting court procedures and establishing appellate panels.
9. To secure financial and other resources to accomplish those purposes which the Association shall from time-to-time identify.
10. Provided, the Association shall not engage in any activities inconsistent with the purposes stated in the Articles of Incorporation or inconsistent with federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP

1. **REGULAR MEMBERS**: Any duly appointed or elected judge, including reserve judges, serving as a sitting judge for a tribal court located within Wisconsin may become a regular member of the Association. Regular members may hold office and otherwise take part in the affairs of the Association.
 - a. In order to be considered a regular member, the judge must be in good standing with their court and their court must be current on dues.
 - b. A judge that is suspended or removed will not be considered a regular member during the period of suspension or after removal.
2. **HONORARY MEMBERS**: All former judges may submit a request to become an honorary member, which will be determined by a majority vote of the Association. Upon approval, honorary members may attend meetings and participate in activities when requested by the Association. Honorary members shall not be eligible to vote or hold office but may otherwise take part in the affairs of the Association, subject to any limitations set by the Association.
3. **ENROLLMENT**: The Secretary/Treasurer, or an agent appointed by the Board of Directors, shall maintain rolls of current regular and honorary members. It shall be the duty of each member to promptly advise the Secretary/Treasurer of any change in his or her status as a judge.
4. **DUES**: Dues shall be set for the categories of membership by the Association at its annual meeting.
 - a. Dues shall be paid by the January meeting or the first meeting after the annual meeting.
 - b. If dues are paid late, then regular member status will go into effect upon payment of the annual dues.
5. **TRANSFER OF MEMBERSHIP**: Membership is not transferable or assignable.

ARTICLE IV

MEETINGS

1. **ANNUAL MEETING**: There shall be an annual meeting of the Association, to be held each year in the month of October, unless otherwise approved by majority

vote of membership, at which the Board of Directors shall be elected and other business may be transacted.

2. REGULAR MEETINGS: At the annual meeting, the Association may set a schedule of regular meetings for the year.
3. SPECIAL MEETINGS: The Board of Directors may set special meetings of the Association.
4. NOTICE: The Secretary/Treasurer of the Board of Directors shall notify all members of the time and place of all meetings in a manner reasonably timely as to allow members to be present. Notices of all meetings shall specify the purpose of the meeting.
5. QUORUM: A quorum composed of a representative from a majority of the courts with regular membership in the Association shall be required to take action at a meeting.
6. APPEARANCE AND PARTICIPATION: Members are not required to be physically present in one room or area at a meeting. Some or all members may fully participate through electronic means such as the internet or by telephone.
7. MANNER OF TAKING ACTION: Any regular member may offer a motion which must be seconded by a regular member from a court other than that of the member making the motion. The regular members from each court shall collectively possess one vote on each motion. A majority vote shall carry the motion.
 - a. Members that are not current on their dues at the time the meeting begins will be ineligible to vote.
 - b. If a court is sending more than one member to a meeting, that court shall determine, prior to the start of the meeting, who will cast their vote.

ARTICLE V

BOARD OF DIRECTORS

1. COMPOSITION: The Board of Directors (hereinafter "Board") shall be composed of four Directors:

A President, Vice President, Secretary/Treasurer, and one person who shall be known as a member of the Board. Each Director must at all times be a regular member of the Association. The President and Vice President shall be from different courts.
2. ELECTION AND TENURE: Each Director, who shall diligently work to achieve the goals and objectives of the Association, shall be elected by the regular membership of the Association at the annual meeting in the following manner:
 - a. Notice of the election will be sent out to the membership at least two weeks prior to the election.

- b. Nominations, which must be seconded and accepted by the proposed candidate, must be made orally or in writing by any regular member of the Association.
- c. Nominations for President will be taken and an election by secret ballot shall be conducted.
- d. Nominations for Vice President will be taken and an election by secret ballot shall be conducted.
- e. Nominations for Secretary/Treasurer will be taken and an election by secret ballot shall be conducted.
- f. Nominations for the at-large Director position will be taken and an election by secret ballot shall be conducted.
- g. The nominee for each office receiving the highest number of votes shall be elected. In the event of a tie, a revote shall be held.

The regular members from each court that is current on dues shall collectively possess one vote for each Board position.

The secret ballot shall be submitted by paper or via text message or email when a court is appearing remotely. When voting for President, the secret ballot shall be submitted to the current Vice President or their designee. When voting for all other Board positions, the secret ballot shall be submitted to the current President or their designee.

The election and swearing in shall be the last actions taken before adjourning the annual meeting. Newly elected Board members will assume their positions after the election; however, the previous Secretary/Treasurer will be responsible for preparing and distributing the annual meeting minutes. New Board members will be sworn in by the previous Board members.

Directors shall hold office for two years, but if the annual meeting at which their successors shall be determined is beyond the end of their terms, they shall remain in the office until such time as the annual meeting is held.

3. MEETINGS OF THE BOARD: The Board shall meet in person, by telephone, or by other electronic means as often as needed to conduct its business. Each Director shall have one vote on motions before the Board, and a majority vote shall carry a motion, provided that three votes are necessary to take action regardless of the number of Directors present at a meeting of the Board. A quorum of the Board consists of three Directors.
- a. Directors are expected to attend each Board meeting.
 - b. The Board, by majority vote, may excuse the absence of any Director from attendance upon good cause shown at the meeting wherein the Director is absent.
 - c. The Board may meet and vote by electronic mail or other electronic means between set meetings. If a vote is by electronic mail, the vote shall be ratified at the next meeting where minutes are taken.

4. POWERS OF THE BOARD: The Board shall have the supervision, control, management, and direction of the affairs of the Association.
 - a. The Board shall execute the policies and decisions of the membership of the Board.
 - b. The Board shall actively pursue the Association's objectives.
 - c. The Board shall have discretion in the disbursement of all funds coming to the Association.
 - d. The Board may appoint committees or workgroups to carry out the work of the Association under its discretion.
5. ROLE OF THE PRESIDENT: The President shall:
 - a. Preside at meetings of the Board and the Association.
 - b. Make reports and recommendations to the Association of plans and projects which may further the goals of the Association.
 - c. Have the authority to sign , with the Secretary/Treasurer or any other proper officers of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which 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 office or agent of the Association.
 - d. Appoint or reappoint members of all committees and workgroups, including the filling of vacancies, and may designate the Chairperson for each committee or workgroup.
 - e. Prepare and distribute an agenda to all Directors and members prior to all meetings of the Board.
 - f. Serve as the official representative of the Association when attending meetings that relate to the business of the Association. When doing so, the President shall report back to the Association.
 - g. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time-to-time.
6. ROLE OF THE VICE PRESIDENT: When the President is absent, the Vice President shall preside at meetings of the Board and of the Association and such other duties as may be prescribed by the Board from time-to-time.
7. ROLE OF THE SECRETARY/TREASURER: The Secretary/Treasurer shall:
 - a. Manage the day-to-day business of the Board and Association, keep and maintain minutes of all meetings, and provide notices of meetings of the Association and Board.
 - b. Have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever; and deposit all such moneys in the name of the Association in such banks, trust companies or

other depositories as shall be elected in accordance with the provisions of Article VI of these Bylaws.

- c. Perform all other duties as from time-to-time may be assigned by the Board.
8. **REMOVAL AND VACANCY**: Any Director may be removed from the Board for good cause shown, by a majority vote of members of the Association at a meeting of the Association. Any Director who during his or her term of office ceases to remain qualified as a regular member shall automatically be deemed to have vacated the Directorship. In the event of a vacancy, the position shall be filled for the remainder of the term by appointment of the Board.
9. **COMPENSATION**: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **CONTRACTS**: The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. **CHECKS, DRAFTS, ETC.**: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time-to-time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or Vice President of the Association.
3. **DEPOSITS**: All funds of the Association shall be deposited from time-to-time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.
4. **GIFTS**: The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of the following September.

ARTICLE VIII
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep the minutes of any proceedings of its members, the Board, and committees thereof having any of the authority of the Board. All books and records shall be kept at the principal office of the corporation or at the office of the Secretary/Treasurer and may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
INFORMAL ACTION BY BOARD OF DIRECTORS

Any action required by the Articles of Incorporation or Bylaws of the Association or any provision of law to be taken at a meeting of any action which may be taken at a meeting, may be taken without a meeting if consent in writing setting forth the action is taken shall be signed by all the members, Directors, or members of a committee/workgroup thereof entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provision of the Wisconsin Non-Stock Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed at any time by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver by a member, in respect to any matter of which notice is required, shall contain the same information as would have been required to be included in such notice, except that time and place of meeting need not be stated.

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify the duly authorized officers and Board for actions taken by them in good faith and within the scope of their authority.

ARTICLE XII
APPROVAL OF BY-LAWS

The initial Bylaws shall be effective upon a majority vote of the Board.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended by a majority vote of the membership of the Association, as provided in Article IV, Section 7, provided that any proposed amendment be presented in writing at least 30 days in advance of the meeting at which it is voted upon

Adopted: 10/07/1991
Amended: 3/22/2007
Amended: 7/11/14
Amended: 4/21/23