

**WISCONSIN TRIBAL COURT CLERKS ASSOCIATION, INC.
BY-LAWS**

ARTICLE I. NAME AND LOCATION

The name of this association shall be the Wisconsin Tribal Court Clerks Association, Inc., (hereinafter "Association"). The principal office shall be located in the City of Bowler, County of Shawano, State of Wisconsin on the Stockbridge-Munsee Reservation. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time-to-time.

The corporation 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 participation in Association activities and for 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 reporter system for 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, ordinances of member tribes, 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 Clerk of Court for a Tribe 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.
2. **HONORARY MEMBERS:** All former Court Clerks may become honorary members. Honorary members may attend meetings and participate in activities when requested by the Association, but shall not be eligible to vote or hold office.
3. **ENROLLMENT:** The Secretary, 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 of any change in his or her status as Clerk.
4. **DUES:** Dues shall be set for the categories of membership by the Association at its annual meeting.
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, at which the Board of Directors shall be elected and other business may be transacted.
2. **REGULAR MEETINGS:** The Association at the annual meeting 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 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 representatives from a majority of the tribes with regular membership in the Association shall be required to take action at a meeting. At the meeting, the quorum can be composed of representatives who are present in-person or representatives that are present by telephone or other electronic device.

6. **MANNER OF TAKING ACTION:** Any regular member may offer a motion which must be seconded by a regular member from a tribe other than that of the member making the motion. After the motion is seconded, each tribe shall have one vote on each motion. A majority vote shall carry the motion.

ARTICLE V. BOARD OF DIRECTORS

1. **COMPOSITION:** The 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 reservations.
2. **ELECTION AND TENURE:** Each Director shall be elected by the regular membership of the Association in the following manner: a Notice of the election will be sent out to the membership at least two weeks prior to the elections.
 - a. Nominations must be made orally or in writing by any regular member of the Association.
 - b. Nominations for President will be taken and a vote by secret ballot shall be taken.
 - c. Nominations for Vice-President will be taken and a vote by secret ballot shall be taken.
 - d. Nominations for Secretary/Treasurer will be taken and a vote by secret ballot shall be taken.
 - e. 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. 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 or by telephone conference call 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.
4. **POWERS OF THE BOARD:** The Board shall have the supervision, control, management, and direction of the affairs of the Association; shall execute the policies and decisions of the membership of the Board; shall actively pursue the Association's objectives; and shall have discretion in the disbursement of all funds coming to the

Association. It may appoint committees or agents to carry on the work of the Association under its direction.

5. **ROLE OF THE PRESIDENT:** The President shall preside at meetings of the Board and of the Association. He or she shall make reports and recommendations to the Association of plans and projects which may further the goals of the Association. He or she may sign, with the Secretary/Treasurer or any other proper officers of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors 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 manages the day-to-day business of the Board and Association, keep minutes of all meetings, and provide notices of meetings of the Association and Board. He or she 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, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions Article VI of these By-laws; and such other duties as from time-to-time may be assigned by the Board of Directors.
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 of Directors.
9. **COMPENSATION:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors 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 corporation in any other capacity and receiving compensation therefrom.

ARTICLE VI. CONTRACTS. CHECKS, DEPOSITS AND FUNDS

- 1. CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice-President of the corporation.
- 3. DEPOSITS:** All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 4. GIFTS:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of October and end on the last day of the following September.

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

ARTICLE IX. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of Wisconsin law or under the provisions of the Articles of Incorporation or the By-laws of the corporation, a waiver thereof in writing signed 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.

ARTICLE X. INFORMAL ACTION BY BOARD OF DIRECTORS. Any action required by the Articles of Incorporation or By-laws of the corporation 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 a consent in writing setting forth the action is taken shall be signed by all the members, Directors, or members of a committee 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 XI. 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 By-laws of the corporation, 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 the meeting need not be stated.

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

ARTICLE XIII. APPROVAL OF BY-LAWS. These initial By-laws shall be effective upon a majority vote of the Board of Directors.

ARTICLE XIV. AMENDMENT. These By-laws may be amended by a majority vote of the membership of the Association, as provided in Article IV, Section 6, provided that any proposed amendment be presented in writing at least 30 days in advance of the meeting at which it is voted upon.

By-Laws Adopted by the Board October, 2014.