

INDIANA BUSINESS LAW SURVEY COMMISSION

OPERATING RULES

(As amended through June 24, 2026)

The Indiana Business Law Survey Commission ("Commission") was created by act of the Indiana General Assembly that is codified at Indiana Code 23-1-54-3 (the "Chartering Statute"). The purpose of the Commission, as set forth in the Chartering Statute, is to "consider... recommendations to the general assembly, from time to time, concerning amendments to this article, IC 23-17, or any other corporation, limited liability company, or partnership laws, or new or additional legislation affecting corporations, limited liability companies, partnerships, or other business entities (domestic or foreign) authorized to do business or doing business in Indiana." The Commission consists of fourteen (14) members, appointed by the Governor. The Secretary of State serves as an ex officio member. The Chartering Statute expressly provides for the Commission to conduct its proceedings and affairs in accordance with such rules as it may prescribe. These Operating Rules were adopted pursuant to that authority.

I. GENERAL

1. The annual meeting of the Commission shall be held during the last four (4) calendar months of each year, unless otherwise established by the Chair. This meeting shall be held for the purposes of electing officers of the Commission and for consideration of any other business that may be brought before the meeting. Notice of the annual meeting shall be given to all members of the Commission either in person, by telephone, by mailing, by messenger, by facsimile transmission, or by electronic mail, at least five (5) days in advance of the meeting, and in accordance with IC 5-14-1.5.

2. Unless otherwise determined by the Commission members, regular meetings of the Commission shall be held at least quarterly at the call of and at such place as designated by the Chair. Notice of quarterly meetings shall be given to all members of the Commission either in person, by telephone, by mailing, by messenger, by facsimile transmission, or by electronic mail, at least five (5) days in advance of the meeting, and in accordance with IC 5-14-1.5.

3. A quorum shall consist of a majority of the members then serving on the Commission.

4. A quorum shall be necessary for a meeting to take place.

5. The order of business shall be as follows:

(a) Roll Call

(b) Reading of Minutes

- (c) Reports
- (d) Old Business
- (e) New Business
- (f) Public Comments
- (g) Adjournment

6. Recess or suspension of any regularly scheduled meeting may be accomplished by a quorum of the members.

7. Special meetings may be called by the Chair. In the absence of the Chair at a regularly scheduled meeting, the Vice Chair may call special meetings.

8. Although members of the Commission are encouraged to attend as many meetings as possible and to attend such meetings in person whenever they are able to do so to facilitate robust discussion, each member of the Commission must attend at least two (2) meetings of the Commission annually. Absent special circumstances as may be determined by the Commission, if a member fails to meet this requirement for two successive years the member shall be deemed to have resigned from the Commission as of the last day of such second consecutive year.

II. ELECTIONS

1. Nominations for offices shall be made from the floor. Persons who are absent may be nominated in absentia if their written permission is obtained prior to the meeting held for nominations. Each nomination for office should be seconded by another member.

2. The names of the candidates for various offices, and a list of nominations shall be recorded by the Secretary and made a permanent part of the minutes.

3. Officers will be elected by a a majority vote of the members then serving on the Commission.

III. OFFICERS

1. The officers of the Commission shall be a Chair, Vice Chair and a Secretary, who shall be chosen annually by the Commission at its annual meeting. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

2. Any officer may be removed, either with or without cause, at any time, by resolution adopted at any meeting of the Commission by a majority of the members then serving on the Commission.

3. Any vacancy in any office for any cause may be filled for the unexpired portion of the term in the manner prescribed in these Rules for election or appointment to such office for such term.

IV. DUTIES OF OFFICERS

1. The Chair shall preside at all meetings, sign all official documents, and shall fulfill all other duties as specifically prescribed herein.

2. The Vice Chair shall assist the Chair at meetings. In the absence of the Chair, the Vice Chair shall have all the powers of the Chair and fulfill all the duties of that office.

3. The Secretary shall sign all official documents.

V. POLICY GOVERNING ELECTRONIC PARTICIPATION IN MEETINGS

1. Members may participate in a meeting of the Commission by means of electronic communication under the following circumstances:

(a) The means of communication used by the member must permit simultaneous communication by:

(i) the member;

(ii) all other members participating in the meeting; and

(iii) all members of the public physically present at the place where the meeting is conducted.

(b) Unless otherwise determined by the Chair, at least one-third (1/3) of the members constituting the quorum for a meeting must be physically present at the place where the meeting is conducted.

(c) All votes during the meeting must be taken by roll call vote.

2. A member who participates in a meeting by electronic communication:

(a) is considered to be physically present at the meeting;

(b) shall be counted for purposes of establishing a quorum; and

(c) may vote at the meeting.

3. A member desiring to participate in a meeting by means of electronic communication must notify the Chair in writing at least two (2) business days before the meeting to allow for arrangements to be made for the member's participation by electronic communication.

VI. CONFLICTS OF INTEREST, RULES REGARDING GIFTS; POLICY STATEMENT CONCERNING DISCLOSURE OF MATERIAL INTERESTS

1. A member shall not knowingly solicit, accept or receive any gift, favor, service, entertainment, food or drink from a person who is seeking to influence any action by the Commission. The following shall not be subject to this prohibition:

(a) gifts, favors, services, entertainment, food or drink from public agencies or institutions.

(b) food or drink of a nominal value provided during a meeting of the Commission.

(c) mementos or souvenirs of nominal value.

2. Subject to VI.4. below which if applicable shall control, a member may not participate in any decision or vote of the Commission if the member has knowledge that any of the following may have a financial interest in the outcome of the matter:

(a) the member.

(b) an individual who is an immediate family member of the member.

(c) a business organization in which the member is serving as an officer, a director, a trustee, a partner, or an employee.

(d) any person or organization with whom the member is negotiating or has an arrangement concerning prospective employment.

3. Subject to VI.4. below which if applicable shall control, a member who identifies a potential conflict of interest must file a written description detailing the nature and circumstances of the particular matter and make full disclosure of any related financial interest in the matter prior to the any action taken by the Commission with respect to the particular matter.

4. Attached as Appendix 1 is a Policy Statement regarding conflicts of interest that applies and controls with respect to attorneys and other persons rendering professional services serving on the Commission.

VII. AMENDMENTS

These Rules may be amended at a meeting of the Commission at which a quorum is present upon the approval of a majority of the members then serving on the Commission.

INDIANA BUSINESS LAW SURVEY COMMISSION
POLICY STATEMENT CONCERNING
ATTORNEYS AND OTHER PERSONS RENDERING PROFESSIONAL SERVICES
SERVING ON THE COMMISSION

WHEREAS, many of the fourteen appointed members of the Commission are attorneys who practice law within the State of Indiana and who are subject to ethical rules and principles set forth by the Indiana Supreme Court in its Rules of Professional Conduct (the "RPC");

WHEREAS, Rule 6.4 of the RPC (and its associated Comment) addresses the ethical principles that attorneys should follow when participating as members of a "law reform organization" and suggests to attorneys that, in certain cases, such attorneys should make "an appropriate disclosure" when he or she "knows" that a private client might be materially benefited by action of the law reform organization;

WHEREAS, the Commission has adopted a policy to clarify the scope of an appropriate disclosure in certain circumstances, and to address the manner by which all members of the Commission ("members") may make appropriate disclosures of private material benefits that might result from Commission action (or inaction);

NOW, THEREFORE, the Commission recognizes that many of its members have been appointed by the Governor of the State of Indiana as a result of their professional experiences in representing Indiana business entities. The Commission believes that the collective knowledge and experiences of these members are valuable to the Commission, and that the Commission is on notice, constructively, of the fact that such members (or firms of which they may, from time to time, be associated in some way) have had, in the past, and are expected to have in the future, relationships with clients that are supportive of, or are expected to materially benefit by, proposals for changes to the business laws of the State that may from time to time come before the Commission for study and recommendation. Accordingly, the Commission does not believe that a member of the Commission needs to make any special disclosure to the Commission concerning the benefit that might accrue to clients of his or hers (or of his or her firm or an affiliate of a firm or any governmental relations or lobbying firm) (all such firms and affiliates being referred to as member's "firm") when such attorney not been engaged to provide lobbying services, legal or other servicing seeking to change the law and is not aware that any particular client has engaged his or her firm to provide lobbying services, legal or other services seeking to change the law. The Commission is deemed to know that a member may have clients that might materially benefit from that member's action on Commission matters, and the Commission does not believe that any particular disclosure of this generalized understanding is necessary in order for the Commission to understand the nature of the interests of clients of members of the Commission.

In the event, however, that an attorney or other member of the Commission knows that one or more clients of his or hers (or of his or her firm) has engaged him or her (or his or her firm) to provide lobbying or governmental relations services, or to provide legal services, or to perform any other services, in order to promote the change of any law within the Commission's survey jurisdiction, then it is the policy of this Commission that, unless such member abstains from any

vote or discussion concerning proposed action by the Commission, which a member may do without giving a reason for doing so, such member shall make a disclosure, in writing, to the Commission (promptly upon becoming knowledgeable of such engagement) of the fact of such engagement, whether or not such member is personally involved in providing such services to the client or clients, the general nature of the change of law that is being sought by such engagement, and the fact of any fees or compensation that has been paid, or is expected to be paid, by such clients for such services. Such written disclosure need not identify the particular client(s) who have engaged the member (or the member's firm), or the amount of any such fees or compensation, or the specific nature of the services.

A member making a disclosure as contemplated by the preceding paragraph is also strongly encouraged by the Commission, as a matter of policy, to consider taking steps, if he or she is part of a law firm or other professional services firm or a firm that is affiliated with a law firm or other professional services firm, (a) to screen himself or herself from any confidential information concerning the nature or content of the work being done by others within the firm (or affiliate) on behalf of clients in connection with the legislative proposals, and to abstain from any participation in such work, and to cause those who are participating in such work similarly to be screened from himself or herself with respect to the subject matter of the work, and (b) to disclaim any participation in any fee or other compensation that has been or might in the future be paid to the firm by the client for such services, in such a way that such lawyer or other member is apportioned no part of the fee therefrom. Any screen instituted pursuant to clause (a) shall not be deemed to prohibit intentional communications that a client of a firm (with which a member is associated in some way and that has instituted a screening procedure that has been disclosed to the Commission) may wish that a screened member of that firm deliver or discuss with the Commission or one or more of its members on a non-privileged and non-confidential basis, or that a member of the Commission, in the interests of his or work for the Commission, may wish to have (on a non-privileged and non-confidential basis) with a person who is otherwise screened from discussing the subject matter with that member.

Upon the making of any disclosure by any person who is a member of the Commission to the Commission under this Statement of Policy, the Commission shall review such disclosures (including the extent, if any, to which such person has implemented any screens and any disclaimers of financial participation), before proceeding to consider the proposals in which such member has a material interest. If such member wishes to participate in discussion and/or voting on any such proposal after disclosure to the Commission, the person may do so on the condition that he or she has confirmed to the Commission that the steps outlined in clauses (a) and (b) of the preceding paragraph have been undertaken. As a result of its review of such disclosures, or otherwise, and depending on the whether the Commission member is personally involved in providing the services to such client or clients, has or has not been screened, and has or has not disclaimed participation in any fee, the Chair may determine that any such member shall abstain from participation in Commission discussions of or vote with respect proposed legislation.