

THE PHILADELPHIA ASSOCIATION OF DEFENSE COUNSEL

BY-LAWS

The following constitute the by-laws of the Philadelphia Association of defense Counsel, as revised and adopted December 20, 2016.

Article I. Purposes

The purposes of the Association are to protect and advance the interests of civil defendants and their counsel; to disseminate knowledge and information within the defense trial bar; to foster cooperation and good fellowship among members of this Association; to act as an organized spokesman for defendants and their interest in the administration of justice; and to encourage compliance with the highest standards of professional conduct.

Article II. Members

1. Members of the Association (the "Members") shall be those persons who are members of the Association on December 20, 2016, and those persons who are thereafter elected to membership in the manner provided in these by-laws, who shall remain members so long as they fulfill the qualifications for membership herein specified and until their death, resignation or expulsion.

2. There shall be two classes of members:

a. Regular Members. A person who has been admitted to practice before the courts of Pennsylvania or any other state who is of good moral character, whose principal office is located in the City of Philadelphia, Bucks, Montgomery, Chester or Delaware County, and whose practice has consisted substantially in the representation of defendants in civil actions. Membership is limited to individuals and cannot be vested in firms or partnerships.

b. Privileged Members. Any individual member who has been a member in good standing of the Association for not less than ten (10) years and who is sixty-five (65) years of age or older, may apply for Privileged Member status by filing an application with the Secretary of the Association certifying his or her qualifications. Upon review and approval by majority vote of the Executive Committee, the applicant shall assume Privileged Member status and shall be exempt from payment of dues.

3. Applicants for membership shall submit to the Association's Membership Committee, which shall be appointed by the President for his term of office, a signed letter of application together with letters of recommendation from two sponsoring members who have been members for at least one (1) year. The Membership Committee shall submit the application, with its recommendation, to the members not later than the second meeting held after receipt thereof. Upon receipt of these materials, a favorable vote by a majority of the members present at any regular meeting and payment of the dues for the first year of membership, the person making such application shall become a member. If the Membership Committee

should fail to report its recommendation by said second meeting after receiving the application, the sponsors may submit the application to the members for action at that meeting or any subsequent meeting without the Committee's recommendation.

4. The qualifications for continued membership are:

a. Timely payment of the fees, dues or assessments (special or otherwise) from time to time so specified or assessed by the Association, in the amounts and at the times and in the manner so specified or assessed. Failure to make timely payments shall result in automatic expulsion from membership, subject to reinstatement on such terms and conditions, if any, as the Association may from time to time specify.

b. Compliance with these by-laws and such rules and regulations as the Association may from time to time promulgate.

c. Maintenance of a practice which is in conformity with the purpose of this Association. If a member's practice changes so that it no longer consists substantially of defense representation, such person is qualified to remain a member so long as his or her practice does not consist substantially of representation of plaintiffs in tort actions.

5. A member may resign at any time by written notice to the Association. Any dues, fees or assessments which fell due prior to such resignation shall remain due notwithstanding such resignation and, if paid prior thereto, shall not be refunded.

6. In addition to provisions of 4a above, a member may be expelled from membership for good cause by the vote of two-thirds of the members present at any meeting at which a quorum is present and of which the member shall be given at least ten (10) day's prior written notice, specifying the general nature of such cause and at which the member shall have the right to be present and to be heard.

Article III. Officers

1. The officers of the Association shall be a President, President-Elect, Vice President, Secretary and Treasurer. The Secretary and Treasurer may be the same person.

2. Officers shall be elected by the members by a majority vote of the members attending the annual meeting. Each officer so elected shall serve for a one-year term expiring at the following annual meeting and until his or her successor is elected or until his or her earlier death, incapacity, resignation or removal.

3. No President, President-Elect or Vice President shall serve more than two (2) consecutive terms but may serve any number of non-consecutive terms. Other officers may be elected for any number of consecutive or non-consecutive terms.

4. Any vacancies in any office caused by death, incapacity, resignation, expulsion or the creation of a new office may be filled by the President and the person so selected shall serve for the balance of the term of the person he or she replaces.

5. The President shall be the chief executive officers of the Association, shall preside at all meetings of the Association, shall appoint all committees, shall be an *ex officio* member of all Association committees and shall have all powers not herein or by law expressly reserved to the other officers.

6. The President-Elect and in his absence the Vice President shall have such powers and perform such duties as the President shall delegate and, during the absence or disability of a President, shall exercise the powers and perform the duties of the President. In the absence of the President, the President-Elect and the Vice President, the members may elect a presiding officer at any meeting.

7. The President-Elect shall be an *ex officio* member of all Association committees, shall oversee all such committees and shall serve as the liaison between the committees and the Executive Committee. The President-Elect shall also perform such other duties and responsibilities as assigned by the President.

8. The Vice President shall be responsible for organizing the Association's annual meeting and shall also perform such other duties and responsibilities as assigned by the President.

9. The Secretary shall give notice of and shall keep minutes of all meetings of the members and of the Executive Committee and shall have charge of the non-financial books and records of the Association.

10. The Treasurer shall be responsible for the receipt, deposit and disbursement of the funds of the Association, shall keep and shall have charge of the financial records of the Association, shall prepare an annual budget to coincide with the Association's fiscal year and shall render annual reports to the members of the financial condition of the Association.

11. Executive Committee.

Section A. Authority and Responsibility: The governing body of the Association shall be the Executive Committee, which shall carry out the purposes of the Association pursuant to these by-laws, and which shall have the power to initiate and to effectuate actions for such purposes which may become necessary between meetings of the membership. The express powers of the Executive Committee include, but are not limited to, the power to set and change a membership dues structure, the power to set the number, duration, timing and cost of educational programs of the Association, the power to endorse candidates, participate as an *amicus curiae* and adopt positions on legislation of interest to the Association and the power to approve expenditures to further the Association's business interests.

Section B. Composition, Election and Terms: The Executive Committee shall consist of fourteen (14) members nominated by the Nominating Committee, or as set forth in Article IV, Section 2, and elected by the Association. One position on the Executive Committee shall be reserved for a former President of the Association and one position shall be reserved for a Privileged Member as defined in Article II, Paragraph 2(b) of these by-laws. The elective former President and the elective Privileged Member shall serve a term of one (1) year beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the first (1st) succeeding annual meeting. The remaining twelve (12) members shall serve a term of three (3) years each and such terms shall be so staggered that four (4) of such members

shall be elected at each annual meeting for terms of three (3) years, beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the third (3rd) succeeding annual meeting.

Section C. Chairman: The President, and in his absence, the President-Elect, and in the absence of both, a member of the Executive Committee selected by the Executive Committee, shall be Chairman of the Executive Committee.

Section D. Quorum: Six (6) members of the Executive Committee shall constitute a quorum.

Section E. Any officer or member of the Executive Committee who fails to attend three or more regularly scheduled meetings of the Executive Committee during a 12-month period commencing with the annual meeting may be removed from office and the office declared vacant by a majority vote of the remaining officers and members of the Executive Committee. The remaining term of the vacating officer or member shall be filled by an individual elected by majority vote of the remaining officers and members of the Executive Committee.

Section F. Meetings: Meetings of the Executive Committee may be conducted in person or through the use of any means of communication by which all members participating may simultaneously hear each other. The Executive Committee may also act by unanimous written consent through the use of e-mail without meeting.

Article IV. Meetings of Members

1. Regular monthly meetings shall be held from September through June, all at times and places designated by the Executive Committee. An annual meeting of the members shall be held in June of each year at such time and place as the Executive Committee shall specify, of which at least ten (10) days prior written notice shall be given to each member. The business at the annual meeting shall include the election of officers, receipt of the financial report of the Treasurer, and an appropriate program of interest to the membership.

2. Only those persons who are nominated by the Nominating Committee provided for in Article V or by any group of five (5) members in writing signed by those members and delivered to the Secretary at least thirty (30) days prior to the date of the annual meeting of members, shall be eligible for election at that meeting.

3. The President may call additional meetings of members on at least ten (10) days prior written notice.

4. The presence in person of twenty-five (25) members in good standing shall constitute a quorum of any meeting of members and, except for the provisions of Section 6 of Article II, the acts of a majority of those persons present shall be the acts of the members and, in the case of a tie, the presiding officer shall cast the deciding vote.

5. No guests shall be permitted to attend a meeting unless approved by the President, President-Elect or Vice President.

Article V. Committees

1. The President may appoint such committees of the Association as the President shall from time to time deem advisable. However, the Association shall have the following standing committees:

- a. Membership Committee
- b. Nominating Committee
- c. Judicial Relations Committee
- d. Legislation Committee
- e. Program Committee
- f. Budget/Finance Committee
- g. Technology/Social Media Committee
- h. *Pro Bono*/Community Service Committee

2. The Nominating Committee shall be composed of not less than three (3) members who shall be appointed by the President, including one past President of the Association, one current member of the Executive Committee and one member from the Association's general membership. The Nominating Committee shall annually make recommendations for all Executive Committee members to the Secretary at least thirty (30) days prior to the date of the annual meeting.

3. Any other committee shall have such composition, powers, duties and procedures as the President may from time to time specify.

Article VI. Vacancies

If a vacancy occurs for any reason during the term of a member of the Executive Committee, the vacancy shall be filled by a vote of a majority of the Executive Committee with the successor to serve the unexpired term of the member being replaced.

Article VII. Fiscal Year

The Association's fiscal year shall begin September 1 and end August 31.

Article VIII. Amendments

These by-laws may be amended in part or in parts, may be restated in their entirety and new by-laws may be adopted at (any) the annual meeting of the Association or at a special meeting called for that purpose at which a quorum is present by the vote of a majority of the members present, provided that the notice of the meeting generally describes the fact and nature of the proposed amendment.