



## PHILADELPHIA ASSOCIATION OF DEFENSE COUNSEL

### BY-LAWS

The following constitute the By-Laws of the Philadelphia Association of Defense Counsel, as revised and adopted April 16, 2019.

#### 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 serve as a voice for civil defendants and their interest in the administration of justice; and to encourage compliance with the highest standards of professional conduct.

#### Article II. Members

A. Members of the Association (the “Members”) shall be those persons who are members of the Association on April 16, 2019, 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.

B. There shall be two classes of members:

1. 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 Philadelphia, Bucks, Montgomery, Chester or Delaware County, and whose practice has consisted substantially in the representation of defendants in civil actions is eligible for membership in the Association. Membership is limited to individuals and cannot be vested in firms or partnerships.

2. 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 submitting a request to the Executive Director of the Association certifying his or her qualifications. Upon confirmation of his or her eligibility by the Executive Director, the member shall assume Privileged Member status and shall be exempt from payment of dues.

C. Applicants for membership in the Association shall submit a written Application to the Association’s Executive Director or any member of the Association’s Membership Committee, certifying that he or she satisfies the requirements for membership and identifying one member who supports the Application. If approved by the Executive



**Committee, the President, or his or her designee, shall present the Application to the members not later than the second meeting held after receipt thereof. Upon 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 prospective member's Application is not approved by the Executive Committee and presented to the membership by the second meeting after receipt of the Application, any one supporting member may submit the Application to the membership for action at that meeting or any subsequent meeting without the Executive Committee's recommendation. In such an event, the person making the Application shall become a member upon a favorable vote by a majority of the members present and payment of the dues for the first year of membership.**

**D. The qualifications for continued membership are:**

**1. 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. For annual dues of the Association, "timely payment" means full payment of the designated amount by April 1 of the calendar year in which the dues are owed. Failure to make timely payments may result in termination of membership, subject to reinstatement on such terms and conditions, if any, as the Association may from time to time specify.**

**2. Compliance with these By-Laws and such rules and regulations as the Association may from time to time promulgate.**

**3. 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.**

**E. 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.**

**F. In addition to the provisions of Section D.1. above, an individual's membership in the Association may be terminated 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

- A. The officers of the Association shall be a President, Vice President-Operations, Vice President-Programs, Secretary and Treasurer. The Secretary and Treasurer may be the same person.
- B. 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 resignation, removal, incapacity or death.
- C. No President, Vice President-Operations, or Vice President-Programs shall serve more than two 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.
- D. Any vacancies in any office caused by resignation, removal, incapacity, death or the creation of a new office may be filled by the President. A person so selected shall serve for the balance of the term of the person he or she replaces.
- E. The President shall be the chief executive officer 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. To be eligible for nomination as President of the Association, a member is required to have completed at least three years as a member of the Executive Committee including at least one year served as an Officer.
- F. The Vice President-Operations 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 Vice President-Operations shall also have such powers and perform such other duties as the President shall delegate and, during the absence or disability of the President, shall exercise the powers and perform the duties of the President. In the absence of the President and the Vice President-Operations, the members may elect a presiding officer at any meeting.
- G. The Vice President-Programs shall be chairperson of the Program Committee and shall also be responsible for organizing the Association's Annual Meeting. The Vice President-Programs shall also perform such other duties and responsibilities as may be assigned by the President.
- H. The Secretary 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.
- I. 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,



shall ensure the timely filing of any required tax return(s) on behalf of the Association and shall render an annual report to the members of the financial condition of the Association.

#### Article IV. Executive Committee.

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: (i) development and execution of the Association's strategic plans and business decisions; (ii) evaluation of the impact and effectiveness of the work of the Association, including educational and social programs; (iii) approval of the Association's annual budget and accounting audit reports; (iv) approval of Association business decisions, including but not limited to, membership dues structure, the number, duration, timing and cost of Association educational programs and social events, and expenditures by the Association in excess of \$1,000.00 for any item (other than usual and customary expenses of the Association as determined by the Executive Committee at the first meeting of the Executive Committee each fiscal year); (v) endorsement of candidates; (vi) participation as an *amicus curiae* on behalf of the Association; and (vii) adoption of positions on legislation of interest to the Association.

B. **Composition, Election and Terms:** The Executive Committee shall consist of 21 members nominated by the Nominating Committee, or as set forth in Article V, Section B, and elected by the Association. Five positions on the Executive Committee shall be reserved for the current President, Vice President-Operations, Vice President-Programs, Treasurer, and Secretary of the Association. Positions shall also be reserved for each of the following persons: (i) the two former Presidents of the Association (each of whose term of office expired at the end of one of the two fiscal years immediately preceding the current fiscal year); (ii) a Privileged Member (as defined in Article II, Section B.2. of these By-Laws); and (iii) a Young Lawyer representative (defined as an Association member who has been in practice less than seven years and who is also a member of the Philadelphia Bar Association's Young Lawyer's Division). The President, Vice President-Operations, Vice President-Programs, Treasurer, Secretary, two former President, Privileged Member and Young Lawyer representative positions shall have a term of one year beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the first succeeding Annual Meeting. The remaining 12 members shall each serve a term of three years and such terms shall be staggered so that four members shall be elected at each Annual Meeting for terms of three years, beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the third succeeding Annual Meeting.

C. **Chairperson:** The President, and in his or her absence, the Vice-President-Operations, and in the absence of both, a member of the Executive Committee selected by the Executive Committee, shall be Chairperson of the Executive Committee.



**D. Quorum: Seven members of the Executive Committee shall constitute a quorum.**

**E. Expectations of Executive Committee Members: Executive Committee members support the work of the Association and provide leadership, strategic governance and oversight. The Executive Committee works with the Association's Executive Director to further the interests of the Association. Executive Committee members are expected to: attend Executive Committee meetings; ensure and advance the Association's commitment to diversity in its members, committees and leadership; assist in identifying and recruiting prospective Association members and prospective members of the Executive Committee; work with other Executive Committee members and the Executive Director to ensure that the Association's purposes as reflected in the By-Laws and any Executive Committee resolution(s), are carried out; serve on Association committees or task forces; serve as liaisons to Association sponsors; and act as ambassadors for the Association.**

**F. Any 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 members of the Executive Committee. The remaining term of the vacating member shall be filled by an individual elected by majority vote of the remaining members of the Executive Committee.**

**G. Meetings: Meetings of the Executive Committee may be conducted in person or through the use of any means of electronic communication. Members of the Executive Committee shall be provided with at least three days' notice of any meeting of the Executive Committee. Any action undertaken by the Executive Committee must be authorized by the affirmative vote of at least a majority of the Executive Committee members at any meeting at which a quorum is present.**

#### **Article V. Meetings of Members**

**A. 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 and Executive Committee members, receipt of the financial report of the Treasurer, and an appropriate program of interest to the membership.**

**B. Association members shall be given notice of those persons who have been nominated by the Nominating Committee for election as an officer or Executive Committee member at least 20 days prior to the date of the Annual Meeting of members. After such notice is given, any group of five members may submit a nomination in writing and signed by those members to the Executive Director and the Secretary no later than 10 days prior to the date of the Annual Meeting. Notice of any additional nominations shall be provided to**



Association members no later than five days prior to the date of the Annual Meeting. All persons nominated in accordance with these provisions shall be eligible for election at the Annual Meeting.

C. The President may call additional meetings of members on at least 10 days prior written notice.

D. 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 F 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.

E. No guests shall be permitted to attend a meeting unless approved by the President or Vice President-Operations.

#### Article VI. Committees

A. 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:

1. Membership Committee
2. Nominating Committee
3. Judicial Relations Committee
4. Legislation Committee
5. Program Committee
6. Budget/Finance Committee
7. Technology/Social Media Committee
8. *Pro Bono*/Community Service Committee

B. 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 open officer and Executive Committee member positions to the Secretary at least thirty (30) days prior to the date of the Annual Meeting.

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



#### **Article VII. 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 VIII. Fiscal Year**

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

#### **Article IX. 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 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.