

Delaware Trial Lawyers Association

Bylaws

Approved by the Membership June 4, 2020

The Delaware Trial Lawyers Association is a 501(c)(6) corporation.

Article I - Name

The name of this association shall be the Delaware Trial Lawyers Association, herein after referred to as the Association.

Article II - Mission

The mission of the Association shall be to seek justice for all and to preserve the constitutional right to a trial by jury.

Article III - Membership

Section 1. The Association welcomes as members, without regard to race, marital status, genetic information, color, age, religion, sex (including pregnancy), sexual orientation, gender identity, national origin, or disability, all who support its mission and objectives; who are dedicated to upholding and defending the principles of the Constitution of the United States, who are of good moral character and who are committed and devoted to the concept of a fair trial, the adversary system and a just result for the injured, the accused and those whose rights are jeopardized. Members shall adhere to all policies established by the Association, including but not limited to the application and observance of confidentiality and of nondisclosure provisions relating to confidential or sensitive information generated by the Association or its members, the violation of which shall serve as grounds for discipline under this Article.

Section 2. There shall be the following classes of membership:

- (a) Regular Members – Any person who is licensed to practice law in the State of Delaware and is in good standing with the Bar; who, for the most part, represents plaintiffs or criminal defendants shall be eligible for Regular Membership and shall continue to be a Regular Member in good standing upon payment of periodic dues and the continued

adherence to the objectives of the Association. A person is not eligible to be a Regular Member if one-third or more of his or her practice consists of representing insurance companies or defendants in personal injury, medical negligence, product liability or workers' compensation matters. A Regular Member shall annually certify that less than one-third of his or her practice consists of representing insurance companies or defendants in personal injury, medical negligence, product liability or workers' compensation matters by signing an affidavit to this effect. A Regular Member is not in good standing until the affidavit is signed. A Regular Member shall be entitled to all rights and privileges, including the right to vote and hold office in the Association, and benefits as granted by the Board of Governors.

- (b) Government Attorney/Public Defender Members – Any government employee who is licensed to practice law in the State of Delaware and is in good standing with the Bar; who, for the most part, represents plaintiffs in civil litigation or defendants in criminal litigation shall be eligible for Government Attorney/Public Defender membership and shall continue to be such a member in good standing upon the periodic payment of dues and the continued adherence to the objectives of the Association. A person is not eligible to be a Government Attorney/Public Defender Member if one-third or more his or her practice consists of representing insurance companies or defendants in personal injury, medical negligence, product liability or workers' compensation matters or if he or she does not, for the most part, represent plaintiffs in civil litigation or defendants in criminal litigation. A Government Attorney/Public Defender Member shall annually certify that less than one-third of his or her practice consists of presenting insurance companies or defendants in personal injury, medical negligence, product liability or workers' compensation matters and that he or she does, for the most part, represent plaintiffs in civil litigation or defendants in criminal litigation by signing an affidavit to this effect. A Government Attorney/Public Defender Member is not in good standing until the affidavit is signed. A Government Attorney/Public Defender Member shall have the rights and privileges of Regular Membership.

- (c) Associate Members – any person who is licensed to practice law in any country, state or jurisdiction other than the State of Delaware and/or is a Delaware attorney in good standing of the Bar who primarily (greater than one-third) represents defendants or insurance companies in personal injury, medical negligence, product liability or workers' compensation matters shall be eligible for Associate Membership and shall continue to be an Associate Member in good standing upon payment of periodic dues and the continued adherence to the objectives of the Association. Associate Members shall have the same rights as Regular Members except the right to vote, hold office or subscribe to the DTLA Listserv.
- (d) Newly Admitted Attorney Members – Any person who is newly admitted to the Bar of the Delaware Supreme Court and is in good standing with the Bar may receive a one-year complimentary membership to the association. Newly Admitted Attorney Members shall have the same rights as Regular Members except the right to vote, hold office or subscribe to the DTLA Listserv.
- (e) Paralegal/Legal Assistant/Law Clerk Members (herein referred to as Paralegal Members) – Any person who is employed as a paralegal, legal assistant or law clerk at a firm for any attorney who primarily represents plaintiffs in civil litigation or defendants in criminal litigation may become a Paralegal Member upon payment of periodic dues and the continued adherence to the objectives of the Association. A Paralegal Member is not eligible for such membership unless the attorney for whom he or she works is either a Regular Member or Government Attorney/Public Defender Member.
- (f) Law Professor Members – Any person who is engaged in the full time teaching of the law at any accredited law school or college offering not less than three years of law instruction and who subscribes to the goals and objectives of the Association may become a Law Professor Member. Provided such person continues to meet the membership qualifications, adheres to the Association's objectives and pays periodic dues, Law Professor Members shall have all the benefits, rights and privileges of Regular Members except the right to vote, hold office or subscribe to the DTLA Listserv.

(g) Student Members – Any law student engaged in a course of study at an accredited law school shall be eligible for Student Membership. Such student shall remain a Student Member in good standing if he/she continues the study of law at an accredited law school, pays periodic dues as set by the Board of Governors, and continues to adhere to the objectives of the Association and to the qualifications for Student Membership. A Student Member shall have all the benefits, rights and privileges of Regular Members except the right to vote, hold office or subscribe to the DTLA Listserv.

Section 3. The Board of Governors may create other classes of non-voting membership and shall establish procedures for the application and admittance of all classes of membership.

Section 4. Termination of Membership. Membership may be terminated for the following reasons:

- (a) Non-payment of dues – A member of any class may be removed from membership for non-payment of annual membership dues.
- (b) Resignation – A members shall resign by submitting a written resignation to the President or Executive Director. Such resignation shall become effective on the date such request is received.
- (c) Disbarment – A member who is disbarred from the practice of law in Delaware shall automatically be removed from membership.
- (d) Suspension – A member who is suspended from the practice of law in Delaware shall be suspended from membership for as long as the period of suspension from practice continues. He/She shall be returned to membership subject to the approval of the Board of Governors.
- (e) Expulsion, Suspension or Censure – A member may be expelled, suspended or censured for unethical conduct or for misconduct which brings discredit to himself/herself, the Association or the profession. This power shall rest exclusively with the Board of Governors, which may hear complaints or grievances against a member or authorize the President to appoint a committee of three to do so. A member shall receive thirty days' notice in writing of any complaint made against the said member. The notice shall

specify the charges against the member and shall advise the member of the time and place of the hearing. The member may appear and present evidence on his/her own behalf. If the hearing is held before a committee, the committee shall report its findings to the Board of Governors, which shall then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of a member shall require two-thirds vote of a quorum of the Board of Governors present and voting.

Article IV – Board of Governors

Section 1. The Board of Governors shall be the managing body of the Association and shall set the Association's programmatic and policy goals.

Section 2. The Board of Governors shall consist of the President, the two most recent Past Presidents, the President-Elect, Vice President, Secretary, Treasurer, all AAJ Governors and State Delegates, one Member-at-Large from each county, the Continuing Legal Education chairperson(s), the Legislative Committee chairperson(s), the Membership Committee chairperson(s) and the Triad Committee chairperson(s).

Section 3. The Executive Director shall serve as a non-voting member of the Board of Governors and all committees.

Section 4. Except as specifically limited by these Bylaws, the Board of Governors shall have the full power and authority in intervals between business meetings of the Association to do all acts and perform all functions of the Association. However, whenever the membership of the Association shall have required or forbidden any act or policy at its annual business meeting, such action shall be binding upon the Board of Governors.

Section 5. The Association shall not commit or spend funds except as provided in the annual budget or by the Board of Governors. The Board of Governors shall be authorized to spend additional funds in addition to the budget for the good and welfare of the Association.

Section 6. Meetings of the Board of Governors shall be held upon the order of the President or upon the written request of any three members of the Board of Governors. Meetings of the Board of Governors shall be held at least monthly.

Section 7. There shall be an Executive Committee for the purpose of managing the affairs of the Board of Governors and Association between Board meetings. The Executive Committee shall be composed of the officers as described in Article V Section 1. All Executive Committee action shall be reported to the Board of Governors at its next meeting.

Section 8. The Board of Governors shall have the right to appoint an Executive Director. The Board of Governors shall set the compensation and duties of the Executive Director.

Section 9. A simple majority of the Board of Governors shall constitute a quorum and actions shall be decided by a majority vote. The President may request a telephone or written vote of the Board of Governors. Action taken upon by telephone call shall require an affirmative vote of a simple majority. Action taken via email shall require an affirmative and unanimous vote of all Governors per 8 *Del. C. § 141(f)*.

Section 10. The Board of Governors and Executive Committee shall keep minutes of its meetings.

Section 11. If a member of the Board of Governors is unable to attend a meeting of the Board of Governors, that member shall name a proxy to attend the meeting and act as proxy in the member's absence, provided that the member has designated such proxy in writing to the President or Executive Director of the Association by no later than the start of the meeting. The proxy must be a current or former member of the Board of Governors who is in good standing with the Association. No individual may hold more than three proxies at any single meeting.

Section 12. The removal of a Governor for cause shall be affected by two-thirds vote of a quorum of the Board of Governors, provided, however, that notice of intent to propose such action is given to the members of the Board at least thirty days prior to the vote.

Section 13. If a governor is absent from three consecutive Board meetings, the office may be declared vacant. A member of the Board who is necessarily absent from a Board meeting and who names a proxy in accordance with Section 11 of this Article and whose proxy attends, shall not be considered absent for purpose of this section. A Governor whose proxy is absent shall also be considered absent.

Article V – Officers & Other Elected Positions

Section 1. The officers shall be the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President. This group shall be known as the Executive Committee.

Section 2. The Association's membership, programmatic and fiscal year shall commence on July 1 and end on the following June 30.

Section 3. Term of Office & Duties of the President

- (a) The President's term of office is one year and commences on July 1 and ends on the following July 30; and
- (b) Unless the President takes office mid-year, he/she shall not serve more than one year as President.
- (c) The President shall:
 - i. Preside at all meetings of the Board of Governors and at annual and special business meetings of the Association;
 - ii. Appoint committee members and designate one or more of such members as Chair. The Chair and members of the committee may be removed at the pleasure of the President with the advice and consent of the Board of Governors;
 - iii. Serve as an ex-officio member of all committees except the Governance Committee;
 - iv. Chair the Executive and Human Resources Committees; and
 - v. Maintain contact with trial lawyer associations in other jurisdictions.

Section 4. Term of Office & Duties of the President-Elect

- (a) The President-Elect's term of office shall be one year and shall commence on July 1 and end on the following June 30; and
- (b) Unless the President-Elect takes office mid-year, he/she shall not serve more than one year as President-Elect.
- (c) The President-Elect shall:

- i. Succeed the President upon the expiration of the President's term. In the event of the President's resignation or disability shall serve for the duration of the President's unexpired term;
- ii. Preside at all business and Board of Governors meeting in the absence of the President;
- iii. Serve on the Executive, Human Resources, Governance and Finance Committees.
- iv. Co-chair the Legislative Committee.

Section 5. Term of Office & Duties of the Vice President

- (a) The term of the Vice President shall be one one-year term which shall commence on July 1 and end on the following June 30. The Vice President is eligible to serve an additional one-year term.
- (b) Unless the Vice President takes office mid-year, he/she shall not serve more than two consecutive years; and
- (c) In the event of the President-Elect's resignation or disability shall serve for the duration of the President-Elect's unexpired term.
- (d) The Vice President shall:
 - i. Preside at all business and Board of Governors meetings in the absence of the President and President-Elect;
 - ii. Serve on the Executive and Legislative Committees; and
 - iii. Chair the Governance Committee.

Section 6. Term of Office & Duties of the Treasurer

- (a) The Treasurer shall serve two one-year terms which shall commence on July 1 and end on the following June 30. The Treasurer is eligible to serve an additional two years; and
- (b) Unless the Treasurer takes office mid-year, he/she shall serve no more than four consecutive years as Treasurer.
- (c) The Treasurer shall:
 - i. Be custodian of all funds of the Association;

- ii. Keep such books of accounts which will always indicate the financial condition of the Association;
- iii. Furnish such reports and statements to the Board of Governors as they may require and shall have the books and accounts available for audit by the Board of Governors at their pleasure;
- iv. Chair the Finance Committee; and
- v. Serve on the Executive and Investment Advisory Committees.

Section 7. Term of Office & Duties of the Secretary

- (a) The Secretary shall serve two one-year terms which shall commence on July 1 and end on the following June 30. The Secretary is eligible to serve an additional two years; and
- (b) Unless the Secretary takes office mid-year, he/she shall serve no more than four consecutive years as Secretary.
- (c) The Secretary Shall:
 - i. Make and keep all minutes and records of the Association;
 - ii. Deliver to the Executive Director all minutes and records at least three days before the monthly Board of Governors meeting and all business meetings of the Association; and
 - iii. Serve on the Executive Committee.

Section 8. Term of Office & Duties of the Members-at-Large

- (a) There shall be three Members-at-Large: one representing New Castle County; one representing Kent County and one representing Sussex County.
- (b) The Members-at-Large shall serve two one-year terms which shall commence on July 1 and end on the following June 30. The Members-at-Large are eligible to serve an additional two-year term.
- (c) Unless a Member-at-Large takes office mid-year, he/she shall serve no more than four consecutive years.
- (d) The Members-at-Large shall:

- i. Serve as liaison with the Board of Governors of the Association and the individual members, practitioners and organizations of the County which the Member-at-Large represents; and
- ii. Serve as members of the Governance Committee.

Section 10. Terms of Office & Duties of the AAJ Governors

- (a) There shall be two Regular Members elected to serve as Delaware's representatives to the American Association for Justice Board of Governors. Each governor shall serve terms as specified by the Bylaws of the American Association for Justice.
- (b) There shall be an additional AAJ Governor appointed by the elected AAJ Governors as specified by the Bylaws of the American Association for Justice.
- (c) The AAJ Governors shall serve as liaisons between the American Association for Justice and the Delaware Trial Lawyers Association.

Section 11. Terms of Office & Duties of the AAJ Delegates

- (a) There shall be two Regular Members elected to serve as Delaware's representatives to the American Association for Justice Board of Delegates. Each delegate shall serve terms as specified by the Bylaws of the American Association for Justice.
- (b) The AAJ Delegates shall serve as liaisons between the American Association for Justice and the Delaware Trial Lawyers Association.

Section 12. Term of Office & Duties of the Immediate Past Presidents

- (a) The two most-immediate Past Presidents shall serve as ex officio members of the Board of Governors for two one-year terms commencing on the July 1 immediately following his/her term as President.

Article VI – Committees

Section 1. The Board of Governors may, except as described herein, establish standing committees, abolish standing committees and combine or sever standing committees.

Section 2. The following standing committees are hereby established: Amicus, Continuing Legal Education, Executive, Finance, Governance, Human Resources, Investment Advisory, Legislative, Membership and Triad. The Board of Governors shall determine the jurisdiction of standing committees. The President shall appoint the chairperson(s) of each committee.

Section 3. There shall be other working or task groups as the President, in his/her discretion, shall establish or as the Board of Governors may direct him/her to establish.

Section 4. All committee members, except the Investment Advisory Committee members, shall be appointed for one-year terms and may be reappointed without limitation as to length of service.

Section 5. Members of the Investment Advisory Committee, other than those who serve ex-officio, shall serve staggered three-year terms.

Section 6. In the event of a vacancy on any committee, the President shall fill such vacancy with any member of the Association who is willing to serve.

Article VII- Past Presidents' Council

Section 1. All Past Presidents, who are members in good standing of the Association, shall automatically become a member of the Past President's Council.

Section 2. The President of the Board of Governors may select a Chair of the Past Presidents' Council.

Section 3. The Past Presidents' Council may meet at the call of the Chair.

Section 4. The Past Presidents' Council shall, at the request of the President, designate one of its members as a participant in the Legislative and Membership Committees.

Article VIII – Women's Trial Lawyers Caucus

Section 1. A Women Trial Lawyers Caucus is hereby established to be composed of all female and female-identified lawyers (herein collectively referred to as female) who are members in good standing of DTLA.

Section 2. The Women Trial Lawyers Caucus shall be responsible for recommending and developing educational programs as well as other programs of special interest to female members of the Association consistent with the mission and objectives of the Association. The Women Trial Lawyers Caucus shall recommend to DTLA's Board of Governors the development of programs which will stimulate female membership in the activities and leadership of the Association.

Article IX – Membership Business Meetings

Section 1. There shall be an Annual Membership Business meeting of the Association to be held in June of each year at a place fixed by the Board of Governors.

Section 2. There shall be such interim membership business meetings as shall be called by the President with the advice and consent of the Board of Governors.

Section 3. A minimum of eleven Regular Members, eligible to vote at a business meeting, shall constitute a quorum at any business meeting of the Association.

Section 4. A majority vote of a quorum of Regular Members at any business meeting shall be the final authority of the Association in all matters not specifically delegated to the Board of Governors or the Executive Committee.

Section 5. Dues shall be set by the Board of Governors and the schedule of dues shall be presented to the Membership at the Annual Business Meeting. Such dues schedule may be modified by a majority vote of the Members present and eligible to vote at the Annual Business Meeting.

Section 6. Officers and committee chairmen shall present annual reports at the Annual Business Meeting, including proposed budgets.

Section 7. Unless otherwise provided, Robert's Rules of Order shall govern business meetings.

Article X – Elections & Voting

Section 1. The Governance Committee shall propose a slate of officers (excepting the Immediate Past Presidents who are ex officio members of the Board of Governors), AAJ

Governors and Delegates and Members-at-Large for ratification at the Annual Business Meeting. The Governance Committee shall also be responsible for conducting the elections.

Section 2. The slate of nominees shall be ratified by a majority of the qualified Regular Members present and voting at the Annual Business Meeting. In the event a nomination from the floor is received, the election shall be by secret ballot. The Executive Director shall distribute, collect and count all ballots.

Section 3. No member shall be eligible to vote on any matter or in any election at the Annual Business Meeting unless he/she has been a member at least thirty days prior to the meeting.

Article XI - Amendments

Section 1. These Bylaws may be amended at the Annual Business Meeting by a two-thirds vote of qualified Regular Members present and voting.

Section 2. Members shall be notified of proposed Bylaw amendments at least thirty days prior to the Annual Business Meeting.

Section 3. Proposed amendments shall be passed by a simple majority of the Board of Governors prior to consideration by the Membership.