

G.T.L.A. Chapter Constitution and By-Laws

G.T.L.A. Chapter Constitution

It is hereby resolved by the membership of GTLA Chapter that the Constitution of the Georgia Trial Lawyers Association Chapter amended September 2003, is the following **Constitution of the Georgia Trial Lawyers Association Chapters.**

Article 1

Objectives and Purposes of Corporation

1.01 Education.

To educate members on legal, forensic medical and forensic scientific matters in seminars, periodicals and other methods deemed proper by the membership.

1.02 Freedom of Contract and Privileges.

To support and defend the freedom of contract between clients and their attorneys and all privileges to which our clients are entitled.

1.03 Civil Jury System.

To support and defend the civil justice system, the right to trial by jury, and an independent judiciary.

1.04 Integrity.

To support and defend the integrity of the civil justice system and the legal profession.

1.05 Individual Rights.

To support and defend the individual rights of the membership and our clients.

Article 2

Membership

2.01 General Membership.

General Membership shall be open to all attorneys who are in good standing with GTLA and the State Bar of Georgia and who annually meet the requirements of the certification required of new members as set forth in the by-laws.

2.01.02 The bylaws of GTLA may establish and describe such categories of membership with their attendant requirements and privileges as is deemed appropriate.

2.01.03 General membership accords rights, including voting rights, described in this Constitution.

2.02 Associate Membership.

Associate membership shall be open to any person who is not eligible for Full membership, but who meets requirements as is set forth in the by-laws.

2.02.01 Associate membership shall not have voting rights and cannot serve as officers or committee chairpersons of GTLA.

Article 3

Meetings

3.01 Meetings.

There shall be general meeting of GTLA chapters at any designated place of the groups choosing and the time and place must be set and members informed via fax 30 days in advance of any meeting. The officers and officials of GTLA chapters shall be elected at the annual general meeting to serve until the next annual general meeting. Special meetings may be held anytime upon call of the President of a majority of the members of the Executive Committee with thirty (30) days notice.

Article 4

Officers, Duties, Terms of Office

The officers of GTLA chapters shall consist of

4.01 President.

- a. The President shall have been a general member of GTLA.
- b. The incoming President shall be declared to be elected at the close of the annual general meeting at which time he shall immediately take office and the outgoing President at that moment will end all official duties of the office and become a Past President.
- c. The President shall be the presiding officer at all Executive Committee meetings and shall: (a) act as Chief Executive Officer of GTLA chapter; (b) have the right to call special meetings; and (c) see that all officers discharge their duties.

4.02 President Elect.

- a. The president elect shall have been a general member of GTLA.
- b. The President Elect shall become holder of said office immediately upon being elected and shall automatically become the President of GTLA chapter at the annual general meeting the following year after said election. The moment the succeeding President terminates the office and becomes the Past President, the President Elect shall become the President.
- c. The President Elect shall (a) preside in the absence of the President at all meetings and assist the President; (b) succeed the President in case of disability, resignation or death during the term of office for the unexpired term; (c) be charged with all responsibilities regarding the solicitation of new members and the retention/ renewal of the present membership rolls; (d) attend executive committee meetings.

4.03 Executive Vice-President.

- a. The Executive Vice-President shall have been a general member of GTLA.
- b. The term of the Executive Vice-President shall begin at the close of the election at the annual general meeting and shall terminate when a successor is elected.
- c. In case of the absence of the President and the President Elect, the Executive Vice-President shall preside at all GTLA chapter meetings, and shall attend Executive Committee meetings.
- d. The Executive Vice-President shall perform such other duties as the President may direct.

4.04 Secretary.

- a. The Secretary shall have been a general member of GTLA.
- b. The term of the Secretary shall begin at the close of the election at the annual general meeting and shall terminate when a successor is elected.
- c. The Secretary shall (a) keep all records, minutes of meetings and correspondence of GTLA chapters; (b) perform such other duties as the President may direct; and (c) attend Executive Committee meetings.

4.05 Treasurer.

- a. The Treasurer shall have been a general member of GTLA.
- b. The term of the Treasurer shall begin at the close of the election at the annual general meeting and shall terminate when a successor is elected.
- c. The Treasurer shall (a) be custodian of all funds of GTLA chapter and be responsible for sending bills for membership dues; (b) be accountable to the President and board of Governors and make such disbursements as are duly authorized; (c) submit a written report of finances at the annual meeting and at such other times as requested by the President; and (d) attend Executive Committee meetings.
- d. This position shall not be filled until which time the chapter begins collecting dues for its own use.

4.06 Parliamentarian.

- a. The Parliamentarian shall have been a general member of GTLA.
- b. The term of the Parliamentarian shall begin at the close of the election at the annual general meeting and shall terminate when a successor is elected.
- c. The Parliamentarian shall (a) rule on all questions of procedure according to *Robert's Rules of Order* at all meetings of the organization; (b) assist all other officers in the performance of their duties; and (c) attend Executive Committee meetings.

Article 5

Executive Committee

5.01 Membership of Executive Committee.

There shall be an Executive Committee which shall consist of the immediate Past President, President, President Elect, Executive Vice-President, Secretary, Treasurer, Parliamentarian.

5.02 Management of the Association.

The full and entire management of the affairs and business of GTLA chapters shall be vested in the Executive Committee as hereinafter provided, including all policy decisions.

5.03 Voting.

Each individual on the Executive Committee shall be entitled to one vote and a quorum shall consist of 51% of the members present and voting (excluding ex-officio members) of the Executive Committee and a quorum shall be required to transact business.

5.04 Meetings.

The Executive Committee shall meet immediately after the annual general meeting and at the regular business meeting of the membership. All members of the Executive Committee, including ex-officio members shall be given reasonable notice of the time and place of each meeting. Minutes shall be kept of the meetings. Special meetings of the Executive Committee may be called by the President or upon the request of two or more members of the Executive Committee. Notice of a special meeting shall be given orally or in writing by the Executive Committee to all members.

5.05 Duties and Authority of Executive Committee.

Unless otherwise in conflict with the Non-Profit Corporation Code of Georgia, the Executive Committee shall authorize the expenditure of funds, make plans to carry out the functions and duties of GTLA chapters, and to generally establish committees, litigation groups and sections of the association and abolish the same. Furthermore, the Executive Committee shall determine the recognition to be afforded members and classes thereof. Furthermore, the Executive Committee shall establish, amend and maintain the by-laws of GTLA chapters which must be adopted by majority vote of the Executive Committee.

5.06 Ex-Officio Members.

Ex-officio Members shall include all past Presidents of GTLA chapters. The by-laws may establish other ex-officio members of the Executive Committee, who may take part in any discussion or debate, but who shall not be entitled to vote upon any matters presented for vote before the Executive Committee.

Article 6

By-Laws

6.01 Purpose.

The by-laws shall establish any procedures necessary for governing TLA chapter, including but not limited to (1) procedures for acceptance as a general or associate member of GTLA chapter; (2) procedures for resignation, termination, expulsion from membership; (3) categories of membership; (4) dues structures and requirements for payment; (5) requirements for litigation groups; (6) requirements for sections; (7)

requirements for committees; and (8) all other procedures and rules deemed necessary and reasonable by the Executive Committee.

6.02 Availability.

The by-laws of GTLA chapters shall be available to any general member upon request at The Secretaries office during normal business hours and shall be available by mail within fourteen (14) days of any request from a full member.

6.03 Restrictions.

The by-laws of GTLA chapters shall not abrogate any rights or privileges afforded general members of GTLA chapters, and any provisions of the by-laws of GTLA chapters that does not abrogate or deny any right or privilege provided by this Constitution shall be null and void.

6.04 Amendment.

The by-laws shall be passed by a majority of the Executive Committee and shall only be amended by a majority of the Executive Committee at a meeting when all Executive Committee members have been given reasonable notice of time and place of said meeting and a copy of the by-laws or amendments have been provided thirty (30) days prior to said meeting.

Article 7

Dues

7.01 Dues.

The Executive Committee shall establish the dues for all general members, associate members and all other categories of membership established by the Executive Committee pursuant to the by-laws. To begin with no dues and to be determined by the chapter at a later date.

Article 8

Elections and Balloting

8.01 Date of Elections.

The annual election of officers of GTLA chapters shall be held at the general membership meeting each year.

8.02 Nominations.

Nominations for all elected officers of GTLA chapters shall be made by a Nominating Committee to be appointed by the President. The President shall appoint a Nominating Committee consisting of at least three and not more than five full members and the names of each member shall be known and announced by the President to the membership. One member of the committee shall always be the President Elect and notice of such meeting and nominations by the Nominating Committee for all offices shall be faxed to each member at the recorded last known address at least 60 days prior thereto. Additionally, nominations for any office may be made by any full member of GTLA chapters in good standing provided such nominations are made at least 45 days prior to the election in writing to the President of GTLA chapter in time to be faxed to the membership. A list of all nominations shall be mailed by the President to full members at least 30 days prior to the election.

8.03 Balloting.

Voting for all contested offices shall be by secret ballot and each full member present in good standing shall be entitled to one vote for each office. Voters eligible to vote for the election of officers of the spring meeting of each year would be those who are members with dues paid as of the first day of March preceding the meeting. Dues must have been received in the Georgia Trial Lawyers Association office as of March 1 to have been deemed received. Proxies shall not be recognized. Order of balloting shall be (1) President Elect, (2) Executive Vice-President, (3) Secretary, (4) Treasurer, (5) Parliamentarian.

Nomination speeches may precede the balloting for each office not to exceed two minutes each. A candidate receiving a majority of the votes of any office shall be declared the winner for that office. In the event of a tie, time shall be allotted for caucus and re-balloting shall occur.

Article 9

Adoption and Amendment

9.01 Amendment of Constitution.

This Constitution may be amended at any general meeting, provided copies of the proposed amendment are sent to the membership at least 60 days prior to the meeting, and provided a majority of the members in attendance vote in favor of the amendment.

Article 10

Vacancies in Office

10.01 Vacancies.

Any vacancies occurring in office shall be filed by the Executive Committee within 45 days from the date that the Executive Committee shall deem said office to be vacant. In the event of resignation, death or prolonged absence of the President, the Executive Committee may declare a vacancy in the office of the President. Said vacancy shall be filled by the President Elect who shall serve out the unexpired term of the President. If other vacancies in office are created and if the Executive Committee in its discretion deems the vacancy so created to be of such a nature that a replacement is needed, the Executive Committee with the approval of 5% of its members may appoint a replacement to serve out the unexpired term of office.

10.02 Offices Not Filled at General Election.

If any office shall not be filled at the general annual election, a majority of the existing Executive Committee shall fill said office by appointment within 45 days after said election at a special meeting called for that purpose. Notice of the time and place of this meeting shall be sent to all members and ex-officio members of the Executive Committee and nominations shall be taken and voted upon at this meeting.

Article 11

Termination, Suspension or Removal From Membership

11.01 Resignation.

Matters pertaining to termination, suspension and removal from membership shall be established in the by-laws of GLTA, consistent with due process.

Article 12

Rules of Order

12.01 Rules of Order.

The current edition of *Robert's Rules of Order* shall be the rules of order for the transaction of all business before GLTA chapters.

Article 13

Fiscal Year

13.01 Fiscal Year.

The fiscal year of the association shall begin on January 1 of each year and shall end on December 31 of each year.

Article 14

Political Endorsement

14.01 Political Endorsements.

GLTA chapters shall make no public statement, pronouncement or political endorsement of any party or candidate for any political office, or engage itself in any activity which would detrimentally affect the association or otherwise subject it to loss of any non-profit tax exempt charitable educational status enjoyed by the corporation under the Internal Revenue Code of the United States, and no member office, or representative of the association shall take any action on behalf of the corporation that would violate this provision.

Section 1

Membership and Dues Structure

1.01 General Membership.

General membership shall be open to all attorneys who are in good standing with the State Bar of Georgia and who annually meet the requirements of the certification required of new GTLA members which is listed in this section. Further, membership for new members shall be made by written application and each new member shall certify on the application of membership that:

(a) Subject to an express reservation of the discretionary right as a private organization to make case specific, individual decisions, to include declination of acceptance, expulsion, suspension, censure, or placement of restrictions, on the basis of non-discriminatory considerations and/or reasons, General Membership shall be open to all attorneys who are in good standing with the State Bar of Georgia and who annually meet the requirements of new members which are set forth in this section.

(b) General Members shall adhere to all rules and policies established by GTLA, including but not limited to confidentiality and nondisclosure of confidential or sensitive information generated by GTLA or its members, whether the same is disseminated or made available by means of the GTLA's website, litigation groups, listserves, seminars or otherwise. Any probable cause to suspect the violation of such rules or policies shall serve as grounds for the discretionary expulsion, suspension, or censure, or placement of restrictions.

(c) Listserve access is not an automatic right or privilege of General Membership, and may be restricted or unavailable to any attorney for any appropriate reason including but not limited to those engaged in or devoting any appreciable portion of their practice to the defense of or other opposition to the claims of injured victims or wronged consumers, and to attorneys in firms or any other practice arrangement with other attorneys who may, on an annual basis, devote more of their practice (whether measured by the number of active client files, the amount of time expended, the character of professional services provided, and/or the amount of revenues received) to the defense of or other opposition representation of the claims of injured victims and wronged consumers, even if such attorneys otherwise qualify for General Membership.

(d) Request for acceptance into General Membership for all new members shall be made by written application and each new member shall certify and agree to the following requirements on the application:

I am an attorney and a member in good standing with the State Bar of Georgia. I do hereby certify that on an annual basis, I have devoted within the past year and am presently devoting significantly more of my practice (measured by the number of active client files, the amount of time expended, the character of professional services provided, and the amount of revenues received) to representation of injured victims and wronged consumers than was devoted and is presently being devoted to the defense of or other opposition to such claims; and agree that to the extent I am either in a firm or in any other practice arrangement with other attorneys who may, on an annual basis, devote more of their practice (measured by the number of active client files, the amount of time expended, the character of professional services provided, and the amount of revenues received) to the defense of or other opposition representation of the claims of injured victims and wronged consumers, the same will be voluntarily disclosed and may serve as a basis for discretionary decisions to decline to accept me as a member or to place restrictions on my membership. I further certify that that I am not a member nor am I eligible for membership in either Defense Research Institute (DRI), the Georgia Defense Lawyers Association (GDLA) or similar organizations. I further agree that in the event that the nature of my practice or my firm or other practice arrangement changes such that I may no longer meet the membership criteria set forth herein, I will immediately and voluntarily notify GTLA and will either voluntarily withdraw from my membership in GTLA or, on request, provide the Executive Committee or any committee appointed regarding membership eligibility with sufficient details regarding such matters to allow verification that the interests of GTLA and its members are being and will be adequately protected. I further agree that if other attorneys in my firm or other practice arrangement are not eligible for general membership in GTLA pursuant to the above-stated criteria, I will make all reasonable and necessary efforts to implement specific institutional mechanisms (e.g., "Chinese

Walls") to effectively prevent any flow of confidential or sensitive information generated by GTLA or its members to such attorneys in my firm or other practice arrangement (See, Cromley v. Board of Education, 17 F.3d 1059, 1064-1065 (7th Cir. 1994)); and will, on request, provide the Executive Committee or any committee appointed regarding membership eligibility with sufficient details regarding such institutional mechanisms to verify that the interests of GTLA and its members are being and will be adequately protected. I further agree to not use information obtained from GTLA or its members, whether the same is disseminated or made available by means of the GTLA's litigation groups, website, listservs, seminars, or otherwise, to advance interests opposed to those of GTLA, its members, or any injured victim or wronged consumer; and acknowledge my understanding that such information would include, but not limited to, information about experts, insurers, defense attorneys, corporate defendants, or judges, or about political goals or strategies of the organization. Finally, I do hereby swear or affirm that I shall fully and faithfully abide by the Constitution, the By-Laws, and all rules or policies of GTLA which are now or which may hereinafter be in effect; acknowledge that by signing this application, I represent, as an attorney and member of State Bar of Georgia that the certifications, agreements, and statements herein are truthful and correct; and acknowledge my understanding that any false or misleading certifications, statements, or agreements made as part of a Membership application may serve as grounds for ethical sanctions, expulsion, suspension, censure, or restrictions.

1.02 Associate Membership.

Associate membership shall be open to any person who is not eligible for General membership, but who meets one of the following eligibility requirements and who makes written application to join in compliance with the fee structure of GTLA chapters:

(b) Law Student. Any person who is an actively enrolled student of any law school within the state of Georgia.

(c) Full-time Law Professor. Any person who is a full-time professor at any law school within the state of Georgia.

(d) Public Service. Any person who is employed by a legal aid society, public defender office or other similar public service position.

1.03 Endorsement of Applications.

All Applications for membership shall be endorsed by the name of a member of GTLA in good standing and shall be subject to approval of the Executive Committee.

Section 2

Annual Dues

2.01 Payment of Dues.

All members of the association, with the exception of Full-time Law Professor Associate Members, shall be liable for the payment of dues as fixed and established by resolution of the Executive Committee.

2.02 Change in Dues Structure.

Changes in the dues shall be made by the Executive Committee only upon 15 days prior written notice to all members of the Executive Committee that such dues changes are to be considered at any meeting of the Executive Committee. However, current dues shall continue annually, hereafter, and any resolution modifying or otherwise changing the annual dues for members shall be fixed and determined by the Executive Committee not later than 90 days prior to the first day of the fiscal year of the association. All dues as established herein shall be due and payable no later than the first day of the second fiscal month of the corporation.

2.03 Dues Structure for General Membership.

The annual dues for General Members in practice is \$0.00

2.04 Dues Structure for Associate Membership.

The annual dues for Associate Members in practice is \$0.00

Section 3

Termination, Suspension or Removal from Membership

3.01 Resignation.

Any member may resign at any time. No reimbursement of dues for the remainder of any fiscal year shall be made upon such resignation. Such resigned member may achieve reinstatement of membership status by reapplying pursuant to the provisions of this article.

3.02 Termination for Failure to Pay Dues.

Any member who fails to pay dues within 180 days following the beginning of the fiscal year of the corporation shall automatically be terminated as a member of the corporation. Membership status may again become available by complying with the other provisions of this section.

3.03 Termination through Expulsion.

Upon the filing by any person with the Secretary of the corporation and with the President in receipt of a certified copy of the final order for the disbarment of any member from the State Bar of Georgia, such person's membership in the association shall automatically terminate. Upon the filing by a person with the Secretary and with the President of the association of a certified copy of final order for the disbarment of any member from any other State Bar, such person's membership in the corporation shall be automatically terminated. Members who act in violation of the Constitution of GTLA chapter may be terminated from membership by two-thirds majority vote of the members present at a meeting of the Executive Committee. Prior to termination action being taken, the affected member shall be notified in writing 60 days in advance of a hearing before the Executive Committee and shall be given a copy of all charges. Said member may be present at the meeting of the Executive Committee for purposes of defending against said charges.

3.04 Reinstatement of Membership.

If any person's membership has terminated by reason of this section, and the cause of termination has been removed, such person may reapply for membership pursuant to other provisions of this section and the Constitution.

3.05 Suspension of Membership.

Upon the filing by any person with the Secretary and with the Executive Director of the association of a certified copy of the final order for suspension from practice of any member of the State Bar of Georgia, such person's membership in the corporation shall automatically be suspended for the period equal to the period of suspension from the Bar. Upon filing by any person with the Secretary and the Executive Director of the association of a certified copy of the final order of suspension from practice of any member from any other State Bar, such person's membership in the association shall automatically be suspended for the period equal to the period of suspension from such Bar. Members who act in violation of the Constitution of GTLA chapter may be suspended from membership by two-thirds majority vote of the members present at a meeting of the Executive Committee. Prior to suspension action being taken, the affected member shall be notified in writing 60 days in advance of a hearing before the Executive Committee and shall be given a copy of all charges. Said members may be present at the meeting of the Executive Committee for purposes of defending against said charges.

3.06 Appeal of Termination for Cause

Any member expelled or suspended by two-thirds vote of the Executive Committee of this association, for cause, may appeal such expulsion or suspension to the general membership of the association. Such appeal shall be made by forwarding a notice of appeal to the Secretary and the President of the association at least 30 days prior to the next meeting of the general membership. At such meeting of the general membership, the general membership may overrule the expulsion or suspension resolution of the Executive Committee by majority vote.

3.07 Expulsion, Suspension or Censure.

A member may be expelled, suspended or censured for unethical conduct or for misconduct which brings discredit to said member, the association or profession. This power shall rest exclusively in the Executive Committee which may authorize the President to appoint a committee of three to hear complaints or grievances against a member. A member shall receive 30 days notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing, which shall be held either before the Executive Committee or a committee appointed in accordance with this section. The member may appear and present evidence in the member's behalf. If the hearing is held before a committee, the committee shall report its findings to the Executive Committee which shall then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of a member shall require a two-thirds vote of the Executive Committee present and voting.