

**BY-LAWS
OF
THE NEBRASKA ASSOCIATION OF TRIAL ATTORNEYS**

(As Last Amended September 28, 2017)

Article I

Offices

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The corporation may have such other offices within the State of Nebraska as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered offices may be changed from time to time by the Board of Directors.

Article II

Mission Statement

The Nebraska Association of Trial Attorneys is dedicated to the improvement of the trial practice, the preservation of the justice system, and the protection of the constitutional right of trial by jury.

Article III

Members

Section 1 - Members: The Corporation shall have three classes of members:

A. Regular members: Any person who is licensed to practice law and subscribes to the purposes of the Nebraska Association of Trial Attorneys may become a regular member upon application and payment of any dues that may be required subject to the compliance with the Articles of Incorporation and these By-Laws.

B. Sustaining Members and members of The Circle of Advocates: A regular member may become a Sustaining Member or member of the Circle of Advocates upon payment of the annual dues required.

C. Associate members:

(1) A law firm in which one or more individual active members is an employee, associate or partner shall automatically be an associate member and may remain such so long as at least one such individual active member is a member in good standing of this Association.

(2) Any law firm eligible to be an associate member shall have the option to decline associate membership and any associate member may withdraw from membership at any time by sending written notice to the association Executive Director. No reason need be given for said declination or withdrawal.

(a) The declination to become an associate member or the withdrawal as an associate member by the law firm of an individual active member shall not affect such individual's active membership.

(3) Any student enrolled in law school shall be eligible for Student Membership. A Student Member shall receive benefits, rights and privileges of membership as granted by the Board of Directors, but such rights and privileges shall not include the right to vote, to hold any office of the Association, or to become a Sustaining Member or member of the Circle of Advocates of the Association.

Section 2 - Voting Rights and Privileges:

A. Each individual active member shall have full privileges of the Association and each individual active member shall be entitled to vote on any matter submitted to vote of the membership.

B. An Associate member shall have no vote on any matter of the Association, but shall be entitled to such other privileges as the Board of Directors may specify for Associate members from time to time.

C. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Article IV

Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as shall be designated by the Officers and Directors. The purposes of the annual meeting shall be to elect members of the Board of Directors and Officers of the Association; to introduce the members of the association to the Directors and Officers elected, and for the transaction of such other business as may come before the meeting. If the election of the Directors and Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meeting of the members may be called by the President, a majority vote of the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than forty-five days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Nomination of Directors. All Directors and Officers to be elected by the membership shall be nominated in accordance with Article VIII, Section 8, except that additional nominations may be made from the

floor at the annual meeting provided notice of intention to nominate is given as provided in Article VIII, Section 8. Uncontested elections may be by voice vote. Contested elections shall be by secret ballot.

Article V

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors and each director shall have one vote. Voting by proxy at Board meetings shall not be allowed. Directors must be admitted to the practice of law in the State of Nebraska and voting members of the Nebraska Association of Trial Attorneys.

Section 2. Members of the Board. The Board of Directors shall consist of:

A. One Director representing each Supreme Court Judicial District in the State of Nebraska, giving first priority to members who reside or have principal offices in such District and secondly to members conducting substantial continuous business in such District.

B. Eighteen Directors elected from the State of Nebraska at-large.

C. The elected Officers of the corporation.

D. Past Presidents of the Association who desire to be Board Members and who meet the requirements of Board Members as specified in Article V, Section 11, A of these By-laws.

E. The two AAJ governors and two AAJ state delegates as nominated by the Board of Directors and confirmed at the AAJ annual election.

F. The NATA PAC Chairman as elected by the NATA PAC Board of Trustees.

G. The NATA Board Oversight Chair as nominated annually by the NATA President and approved by the Board.

Section 3. Election of Directors and Tenure. All Directors shall be elected for a term of three years except (A) the Officers who shall serve a term of one year, and (B) Past Presidents who shall serve as long as they desire to and meet the requirement as specified in Article V, Section 11, A of these By-laws. Each elected Director's term shall begin upon election and continue until a successor is elected.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, the day before, and at the same place as the annual meeting of members.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of Directors at any meeting shall constitute a waiver of notice of

such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum. One third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one third of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of any increase in the number of Directors, shall be filled by the Board of Directors upon consideration of nominations submitted to them by the duly appointed nominating committee. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken by a conference call meeting or without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

Section 11. Requirements of Officers and Directors. Officers and Directors are required to:

A. Be Sustaining Members of the Association. Each is encouraged to be a member of the Circle of Advocates, but not so required.

B. Attend a majority of Board meetings each year. Officers and Directors shall not be absent from three consecutive meetings without a valid excuse. In the absence of a valid excuse, the Board shall vote on whether an Officer or Director shall retain his seat.

If any Officer or Director fails to fulfill either of these requirements, the Board will vote on whether or not to retain the Officer or Director.

Section 12. Guidelines of Officers and Directors. Officers and Directors are encouraged to comply with the following guidelines:

A. It is recommended that each Board member participate actively on at least one working committee at the request of the Officers.

B. It is recommended that each Director make a minimum contribution of \$200.00 per month to NATA PAC, and contribute to AAJ PAC.

C. It is recommended that each Officer and Director be a member of the AAJ.

Article VI

EXECUTIVE DIRECTOR

Section 1. Ex-officio Committee Member - The Executive Director of the Nebraska Association of Trial Attorneys shall be employed by the Board of Directors; shall attend all Board meetings and make reports on

activities and affairs of the corporation under his or her supervision; and shall be an ex-officio member of all committees of the Board but shall be without vote on such committees. The Executive Director shall serve continuously while retaining the confidence of a majority of the Board or until resignation.

Section 2. Staff Supervision - Other members of the professional staff shall be employed by the Executive Director and shall be subject to the Executive Director's general supervision, subject to the advice of the Executive Committee and the policies of the Board.

Section 3. Employee Salaries - The salary of the Executive Director shall be set by the Board of Directors. The hiring and salaries of all other employees shall be determined by the Executive Director, subject to the approval of the Board.

Section 4. Overall Responsibility - The Executive Director shall be responsible for the supervision of the staff and the general program of the Nebraska Association of Trial Attorneys. The Executive Director shall operate at all times within the general policies as determined by the Board of Directors, and shall make such reports as may be required by the Board of Directors.

Article VII

Officers

Section 1. Officers. The Officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other assistant Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors.

Section 2. Election and Term of Office. At the annual summer board meeting, the duly appointed nominating committee shall nominate from the Board of Directors, a President-Elect, a Secretary, and a Treasurer. All Officers will hold office for a term of one year commencing from the date of election to hold office until a successor has been elected and qualified.

Section 3. Removal. Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors upon consideration of nominations submitted to them by the duly appointed nominating committee. An Officer elected to fill a vacancy shall be elected for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive Officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-Elect. In the absence of the President or in event of his inability or refusal to act, the President-Elect shall perform all the powers of and be subject to all the restrictions upon the President.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all duties incident to the office of Treasurer. The Treasurer shall act as Chairman of the Finance Committee, unless otherwise directed by the NATA President, and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Article VIII

Committees

Section 1. Executive Committee. The Executive Committee shall be composed of the Officers, the immediate past president of the Nebraska Association of Trial Attorneys, the Chairman of NATA PAC, and the Board Oversight Chair. The President, Executive Director, or any two members of the Executive Committee may call a meeting at any time and four members shall constitute a quorum.

Members of the Executive Committee are required to be members of NATA's Circle of Advocates while serving as a member of the Executive Committee.

It is recommended that members of the Executive Committee make a minimum contribution of \$300.00 per month to NATA PAC, and contribute to AAJ PAC

Determining organization policy, making governing decisions, and managing the affairs of the organization is to be performed by the Board of Directors. However, between meetings of the Board of Directors, the Executive Committee shall be empowered to do all acts and perform all functions which the Board may perform when (A) such acts are necessary for the operation and management of the Association AND (B) such acts are required to be undertaken or performed before the next meeting of the Board of Directors. All acts undertaken by the Executive Committee under this paragraph shall be reported to the Board of Directors at the next meeting of the Board of Directors.

The Executive Committee shall meet sufficiently in advance of the organization's summer meeting and two business meetings for purposes of determining agendas and discussing details of the organization's affairs. It is preferred that the Executive Committee meeting preceding the organization's summer meeting be attended in person if at all possible; participation in the other Executive Committee meetings by conference call is endorsed.

Section 2. Standing Committees. Appointments will be made to fill positions on the following Standing Committees which will guide and assist in the administrative work of the Nebraska Association of Trial Attorneys. In each case, the committee shall consist of not less than three members of the Board of Directors and may include non-board members. Committee membership will be as nominated by the President and approved by the Board of Directors:

- A. Finance – to be chaired by the Treasurer, to include at least the President and President-Elect; to conduct with the Executive Director at least quarterly detailed reviews of expenditures and budget compliance; to provide oversight of all financial matters of the association; and to prepare with the Executive Director the annual budget.
- B. Nominating – see Article VIII, Section 8 in these By-laws.
- C. Membership – preferably to be chaired by a member of the Executive Committee and to study and make recommendations to the Board on membership retention, service, and expansion.
- D. Legislative and Public Affairs – to be chaired, if workable, by the President Elect and to meet prior to and regularly during the Unicameral sessions as necessary to effectuate the legislative agenda of the organization and to undertake appropriate public outreach in conjunction with promoting the organization’s legislative agenda.
- E. Continuing Legal Education – preferably to be chaired by a member of the Executive Committee who will actively assist the Executive Director’s work with seminar chairs.
- F. Publications – to be chaired by a Board Member and to be comprised of members willing to assist with generating and gathering appropriate material for inclusion in organization publications.

The President and Executive Director will serve as ex-officio members of the standing committees.

Section 3. Committees Appointed by the President. Special Committees may be appointed by the President, subject to ratification by the Board of Directors.

Section 4. Reports. Each standing committee shall report to the Board of Directors on activities and work of the committee. Committees shall not enter into any contract or incur any indebtedness or financial obligation of any kind except under the authority of the Board of Directors. Each committee shall have power to appoint such subcommittees as it deems advisable for carrying on the work under its direction.

Section 5. Term of Office. Each member of a committee shall continue as such until new committees are appointed; or a successor is appointed; or the committee shall be terminated; or such member be removed from such committee, or such member shall cease to qualify as a member thereof. Any member may be removed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the motion of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee

Section 8 Nominating Committee. Upon being elected, the President shall appoint a Nominating Committee for the purpose of making nominations to the Board of Directors to fill any vacancies on the Board of Directors, any Directorship to be filled by reason of any increase in the number of Directors, or a vacancy in any office which may occur during his or her term of office. The committee shall also meet at the annual summer board meeting for the purpose of nominating one person for each elective office to be filled by a vote of the membership at the annual meeting. The committee shall consist of the Board Oversight Chair and two members

from each congressional district. At least one member shall be the immediate past president who shall serve as chair, and at least three members shall not have served on the Nominating Committee appointed for the preceding year. The committee shall submit the names of the nominees for publication as part of the notice of the annual meeting.

Any member may nominate any other member who meets the qualifications required by these by-laws for a director to fill any elective office of the Association, provided that, notice of intention to make said nomination, the name of the nominee and his or her acceptance of the nomination are given not less than thirty days before the annual meeting at which the nominee intends to stand for election. At said annual meeting, each candidate for an office which is contested may present one five minute nominating speech, one five minute seconding speech and may himself or herself address the members on behalf of his or her candidacy for not more than seven minutes.

Article IX

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer, President, President-Elect or Executive Director.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Article X

Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide the issuance of membership cards or certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. The name and address of each member shall be entered on the records of the corporation.

Section 2. Issuance of Certificates. When a member has paid any initiation fee and dues that may then be required, a membership card or certificate of membership shall be issued in his name and delivered to him.

Article XI

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All

books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XIII

Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members, associate members, and student members.

Section 2. Payment of Dues. Dues shall be payable in advance each fiscal year on the anniversary of the member's joining the Association.

Article XIV

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal Nebraska Association of Trial Attorneys."

Article XV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVI

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or adopt new by-laws at such meeting.

Adopted this _____ day of _____, 20____.

President

Secretary