

BY-LAWS OF
DEFENSE TRIAL LAWYERS ASSOCIATION
OF WESTERN NEW YORK

June 7, 1990; as amended December 7, 2016

A Corporation Governed by the
Not-for-Profit Corporation Law of New York

ARTICLE I

Name

The official name of this organization shall be "The Defense Trial Lawyers Association of Western New York, Inc."

ARTICLE II

Purpose

The purpose of this Association shall be to bring together by association, communication and organization attorneys in the Eighth Judicial District who devote eighty percent (80%) of their professional time to the handling of litigated cases and whose representation in such cases is primarily for the defense and also those whose practice consists in representing insurance companies, self-insured firms and corporate defendants; to continue to improve the services of the legal profession to the public; to provide for the exchange among the members of this Association of such information, ideas, techniques, procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers; to elevate the standards of trial practice and develop, establish and secure court adoption or approval of a high standard code of trial conduct in court matters; to support and work for the improvement of the adversary system of jurisprudence in our courts and facilitate and expedite the trial of lawsuits; to initiate a program of education and information in law schools in emphasizing trial practice for defense attorneys; to inform its members and their clients of developments in the courts and legislatures affecting their practice and by proper and legitimate means to aid in such developments when they are in the public interest; to establish an educational program to disseminate knowledge by means of seminars and other pedagogical methods on trial techniques for the defense; to promote improvements in the administration of justice; to encourage prompt and adequate payment of every just personal injury claim and to present effective resistance to every non-meritorious or inflated claim; to advance the equitable and expeditious handling of disputes arising under all forms of insurance and surety contracts.

ARTICLE III

Membership

Section 1. This Association shall be the sole judge of the qualifications of a prospective member for membership in this Association, as well as of the continuing qualifications of its individual members.

Section 2. The following persons shall be eligible for membership in this Association upon nomination and election in accordance with these By-laws:

(a) Any person who

- (1) is a member in good standing in the State Bar of New York;
- (2) is in practice in the counties set forth in Article II;
- (3) is of high professional standing;
- (4) devotes eighty percent (80 %) of his or her professional time to the representation of defendants and civil defense, and
- (5) manifests a genuine interest in and sympathy with the purpose of this Association as expressed in Article II hereof.

(b) Any person who is a member in good standing of the State Bar of New York, and in the counties set forth in Article II, as in-house counsel for a company, including responsibility for the legal affairs thereof to such an extent and nature that his or her membership will enable him or her to make a clear and substantial contribution to the purposes and activities of the Association as expressed in Article II hereof.

(c) Supplementing the foregoing, the Board of Directors shall be empowered to prescribe such further requirements and qualifications for membership, not inconsistent with the foregoing, as the Board of Directors, from time to time, shall deem appropriate.

Section 3. Any two members of this Association may nominate any lawyer who is eligible for membership as defined in Section 3 above, by submitting his or her name and qualifications in writing to the Board of Directors which shall promptly refer such nomination to the Membership Committee for investigation and report. The Membership Committee shall inquire into the character and the professional standing and qualifications of the nominee and shall report its findings and recommendation as soon as practicable to the Board of Directors. Following the filing of the Membership Committee's report and recommendations with the Board of Directors, the Board of Directors shall vote upon such nomination. Two thirds of the votes cast in favor of the nominee shall be sufficient to extend promptly to the nominee an invitation to membership in this Association.

Section 4. Upon the nominee's acceptance of such invitation to membership and the payment of the required annual dues for (1) one year, such nominee shall be vested with the rights, privileges and prerogatives of the type of membership granted in this Association. The nominee's acceptance of membership shall be deemed an acknowledgment by him or her of his or her assent

to the purposes of this Association and of his or her intended compliance with all of the provisions of these By-Laws.

Section 5. When a member ceases to be eligible as a member of the Association for failing to comply with the requirements of membership, his or her membership may be terminated by the Board of Directors.

ARTICLE IV

Dues, Fees and Assessments

Section 1. Each member shall pay the annual dues for the year for which he or she is admitted to membership.

Section 2. The annual dues shall be such amount as shall be fixed by the Board of Directors at each annual meeting of the Board, and shall become due and payable on or before the first day of January. Failure to pay dues by any member automatically terminates his or her membership.

Section 3. The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary. Any assessment must be approved by the membership and any such proposed assessment may be nullified by a majority vote of the members of this Association. No assessment may be made by the Board of Directors in excess of the amount of annual dues for a regular membership.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall be composed of ten (10) individuals including the four (4) officers of the Association. All directors must be active members of the organization.

Section 2. Directors who are not officers of the Association shall be selected at the annual meeting of the active members as provided in Article VII. The term of office is three years. The terms of the directors shall be staggered so that three (3) directors are selected at each annual meeting. If a vacancy should occur, then the person appointed or elected to replace a director shall serve for the balance of that director's term. The president of the Association shall preside over meetings of the Board of Directors. Additionally, the immediate Past President of the Association shall be an ex officio member of the Board of Directors who shall serve with the same power and authority as elected members of the Board of Directors.

Section 3. A director who ceases to be a member of the Association shall forfeit the office and a vacancy in that office shall be created and filled as prescribed hereafter.

Section 4. A majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. The annual meeting of the Board of Directors of the Association shall be held at the same place and during the same meeting at which the annual meeting of the active members is held pursuant to Article X of these By-Laws. Other meetings of the Board of Directors may be held at the call of the President or upon written request of two or more members of the Board at any place within Western New York designated in the notice of meeting. Such notice shall be electronically mailed to each director at least ten (10) days prior to the date of the meeting, provided however, that notice of any meeting may be waived in writing by any and all of the directors.

Section 6. If a vacancy occurs in the office of director, it shall be filled as follows:

(1) If for any reason a person shall be unable or ineligible to serve, then the Board of Directors shall nominate and elect another person to fill the vacancy. The person selected to fill the vacancy shall serve until the end of the term of the office giving rise to his or her election.

(2) If for any reason an officer of the organization shall be unable or ineligible to serve, then his or her vacancy shall be filled by filling the vacancy as provided in Section 6(1) above.

Section 7. No individual shall serve more than one consecutive term as a director of the Association.

Section 8. No member of the Board shall receive any salary or compensation from the Association for services rendered. The Association can authorize payment of the actual expenses of such a person incurred on behalf of the Association.

ARTICLE VI

Officers and Terms of Office

Section 1. The following are officers of the Association to be elected by the active members at the annual meeting of the organization, for the following terms:

OFFICE	TERMS OF OFFICE
President	One year
Vice President/President Elect	One year
Secretary	One year
Treasurer	One year

Section 2. No officer shall receive any salary or compensation from the Association for services rendered. However, nothing herein contained shall prevent the Association from authorizing and paying the actual expenses of such a person incurred on behalf of the Association.

Section 3. Election of officers shall be held annually as provided in Article VII. Vacancies in office shall be filled by the Board of Directors.

ARTICLE VII

Nomination and Election of Officers and Directors

Section 1. The election of officers and directors shall take place at the annual meeting of the Association, the date to be determined by the Board of Directors. Nominations for office shall be made in writing to the Nominating Committee and must be submitted at least fifteen (15) days in advance of the election. There shall be no nominations from the floor. Officers shall be elected by a majority vote of the members present. The members of the Board of Directors who are not officers or past presidents shall be elected in the same manner. The terms of each officer and member of the Board of Directors shall begin on the date of election and end on the election of his successor.

Section 2. The Chairman of the Nominating Committee shall be a person who has served as President of the Association during one of the immediately preceding five years prior to serving as Chairman of the Nominating Committee or such other person as the President may select. He or she shall not be eligible to serve more than one consecutive time as Chairman of such committee.

Section 3. The President, within sixty (60) days of the commencement of his or her term, shall appoint a nominating committee consisting of not less than three (3) members, whose duties shall be the recommendation and reporting to the membership of nominees to be elected at such meeting as the Officers of the Association for the ensuing term and as Directors for the ensuing term to fill the vacancies as to those Directors whose terms are expiring.

ARTICLE VIII

Indemnification of Directors, Officers and Employees

Section 1. The Association shall have power to indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Association. The Board of Directors shall decide whether or not the Association will indemnify any such person, by majority vote.

Section 2. The Board of Directors is authorized to purchase liability insurance covering the acts of officers, directors, and agents of the Association.

ARTICLE IX

Duties of Officers

Section 1. The President shall preside at all meetings of the Board of Directors. The President shall also prepare an agenda of matters to come before the Board of Directors for each such meeting. Together with the Board of Directors, the President shall formulate the policies of the Association.

Section 2. The President shall: preside at all public meetings of the Association and of the Board of Directors; formulate and carry out the policies of the Association; perform such other duties and acts as usually pertain to the office and as may be prescribed by the Association and/or Board of Directors; appoint all committee chairs; act as a spokesperson for the Association.

Section 3. The Vice President/President-Elect shall: assist the President in administering the affairs of the Association; act as liaison between the Association and other groups, bodies and organizations; carry out special assignments as requested by the Board of Directors; perform the duties of the President in their absence.

Section 4. The Secretary shall: be the custodian of all books, papers, documents and other property (except money) of the Association; keep a true record of the proceedings of the Association and Board of Directors; perform all acts usually pertaining to this office and as may be prescribed by the Association and/or Board of Directors – all under the supervision and direction of the Board of Directors; make reports of the Association's activities at every meeting of the Association and of the Board of Directors; perform the duties of the President and Vice President in their absence.

Section 5. The Treasurer shall: perform the usual duties of a Treasurer in Associations of this kind; collect dues; keep accounts, except for current expenses, shall disburse the moneys of the Association only upon direction of the Board of Directors of the Association; make reports of the receipts and expenditures and financial condition of the Association at every meeting of the Association and of the Board of Directors.

ARTICLE X

Meetings

Section 1. The Association shall meet at such time and place as the Program Committee may select. Special meetings may be called by the President or a majority of the members of the Board of Directors. The Annual Meeting of the membership of the Association shall be held in the last quarter of each year at such time and place as shall be determined by the Board of Directors.

Section 2. At all meetings, except for changing the By-Laws, a quorum shall be present if at least ten percent (10%) of the active members are either present or represented by proxy. A majority of the votes entitled to be cast by all active members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the active members.

Section 3. A majority of the members of the Association present in person or by proxy shall constitute a quorum for the purposes of changing the By-Laws.

ARTICLE XI

Committees

Section 1. The following committees may be appointed annually by the President; each committee may consist of one to ten members:

Nominating Committee
Membership Committee
Constitution and By-Laws Committee

Education Committee
Web/Social Media Committee
Event Planning Committee

Section 2. The President shall be empowered to prescribe such other committees as may be deemed appropriate.

ARTICLE XII

Removal of Members

Section 1. A member may be removed or expelled from membership by the Board of Directors or by a majority vote of the Association for conduct which is adverse to the best interests of the Association or who no longer meets the requirements of membership under Article III of these By-Laws. A member may be granted a full hearing before the Board of Directors, before action to expel is taken.

Section 2. Any member of the Board who has three consecutive unexcused absences from board meetings may be removed from membership on the Board by a majority vote of the Board.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended by the active members at any annual meeting or special meeting thereof.

Section 2. Proposed amendments to these By-Laws shall be submitted to the active members at least fifteen (15) days prior to the annual or special meeting where such amendment will be considered.

Section 3. A majority vote of the active members present in person or by proxy at any meeting of the active members shall be sufficient to amend these By-Laws.

ARTICLE XIV

Any action taken in good faith at a meeting of the Board of Directors or at a general meeting which does not conform with the provisions of these By-Laws, shall be voidable in a proceeding which may be brought by any member within sixty (60) days after the act sought to be voided has been committed. The proceeding shall be formally commenced by mailing to the Secretary a notice of objection, detailing the violation. The Secretary shall then place the matter before the Board of Directors at the next regular meeting of the Board. The Board shall have the option to correct the violation or present the objected matter at the next general meeting for ratification or rejection. In the event no such action is taken by the Board, the voidable act shall become valid. In the event no such proceeding is commenced within the time permitted therefor, the voidable act shall become valid.

June 7, 1990
as amended December 7, 2016