

BYLAWS
OF
GEORGIA DEFENSE LAWYERS ASSOCIATION, INC.

*(Adopted 1967; Amended May 1992; April 1998; August 2000;
July 2001; July 2002; July 2004; June 2014; and June 2015)*

ARTICLE I

Name

The official name of this organization shall be "Georgia Defense Lawyers Association."

ARTICLE II

Purpose

The purpose of this Association shall be to bring together by association, communication and organization, lawyers of Georgia who devote a substantial amount of their professional time to the handling of litigated cases and whose representation in such cases is primarily for the defense; to provide for the exchange among the members of this Association of such information, ideas, techniques of 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 in this area and in conjunction with similar associations in other areas' to develop, establish, and secure court adoption or approval of a high standard code of trial conduct and courtroom manners; to support and work for the improvement of the adversary system of jurisprudence in our courts; to work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal professional renders to the community, state, and nation.

ARTICLE III

Membership

Section 1. There shall be four (4) classes of membership: Active, Retired, Associate, and Honorary.

Section 2. In general. This Association shall be the sole judge of the qualifications of a prospective member for either class of membership in this Association, as well as of the continuing qualifications of its individual members.

Section 3. Eligibility for Membership. A. To be eligible (1) for election as an Active Member in this Association herein, a lawyer (a) must be a member in good standing of the State Bar of Georgia; (b) must be in private practice or employed by and representing a federal, state or local governmental entity or an agency thereof and engaged in the practice of litigation, primarily for the defense; and (c) must have manifested a genuine interest in or sympathy with, the purposes of this Association as expressed in Article II hereof. B. To be eligible (1) for election as an Associate Member of this Association, and (2) to continue to hold membership as such, a lawyer (a) must be employed by and actively engaged on a full-time basis in the claims work of a company doing business in the State of Georgia; and (b) must have manifested a genuine interest in, or sympathy with, the purposes of this Association as expressed in Article II hereof.

Section 4. Applicant for Membership. Any lawyer eligible for membership may submit his or her name and qualifications in writing to the Admission Committee Chairperson, who shall promptly refer such nomination to the Admissions Committee for investigation and report. The Admissions Committee shall inquire into the character and the professional standing and qualifications of the applicant and shall report its findings and recommendations as soon as practicable by e-mail to the Board of Directors for comment. After one week, the Executive Committee shall vote on the nominated member at its next meeting or by e-mail. Two (2) unfavorable ballots shall be sufficient to reject the applicant. If the ballot be favorable, the President or Executive Director shall extend promptly to the applicant an invitation to membership in this Association. In special cases where the Admissions Committee and/or Executive Committee are unable to confirm a prospective member's practice as being "primarily for the defense," the prospective member's application may be reviewed by the Board of Directors for a vote at its next regularly scheduled meeting or by e-mail.

Section 5. Limitation of Associate Membership. Associate membership shall be limited to twenty-five (25) in number.

Section 6. Acceptance and Vesting of Membership. Upon a nominee's acceptance of an invitation to membership as an Active Members, and the payment of the required initiation fee and the annual dues (for one year), such nominee shall be vested with all the rights, privileges and prerogatives of membership in this Association. Upon a nominee's acceptance of an invitation to membership as an Associate Member, and the payment of the required initiation fee and the annual dues (for one year), such nominee shall be vested with all the rights, privileges and prerogatives of membership in this Association except the right to vote on matters that come before the membership and the right to serve as an officer or director of the Association. A nominee's acceptance of membership shall be deemed an acknowledgement by him of his assent to the purposes of this Association and of his intended compliance with all of the provisions of these Bylaws.

Section 7. Continuation of Eligibility of Membership. In the event, because of a change in type of practice or business connections, or for any other reason, a members' eligibility under these Bylaws for membership shall become questionable or cease to exist, such member shall, within a reasonable time, notify the Board of Directors with respect thereto, whereupon the Board of Directors shall determine whether such person shall be eligible for continued membership in the Association.

Section 8. Any member of the Georgia Defense Lawyers Association who has been a member of such Association in good standing for a period of at least five (5) consecutive years prior to his retirement from the active practice of law may retain membership in the Association as a retired member, as long as such persons continue to manifest a genuine interest in, or sympathy with, the purposes of this Association as expressed in Article II hereof.

Section 9. In recognition of their service to the Association, past presidents of the Association shall be entitled to membership even though they may retire from the active practice of law or otherwise cease to meet the requirements for eligibility as an Active Member described above in Article II, Section 3, as long as such persons continue to manifest a genuine interest in, or sympathy with, the purposes of this Association as expressed in Article II hereof.

Section 10. Any attorney who has manifested a continued, genuine interest in, and sympathy with, the purposes of the Association and who has provided service to the Association, may be elected to Honorary Membership by the Board of Directors.

ARTICLE IV

Suspension and Termination of Membership

Section 1. For Non-Payment of Dues or Assessment.

(a) Any member who shall be in default in payment of annual dues, assessments, or other sums due the Association for a period of six (6) months after the same shall have become due and payable, shall be suspended automatically from membership. During the period of his suspension, a suspended member shall not be permitted to hold any office in this Association, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of his dues prior to the expiration of twelve (12) months after such dues shall have become due and payable shall automatically restore the suspended member to full membership and to all of the rights, privileges and prerogatives thereof.

(b) Any member who shall be in default in payment of any sums due the Association for a period of twelve (12) months after the same shall become due and payable, shall be dropped from the membership roll. A member whose membership has been so cancelled shall not be entitled to restoration to membership by the mere

payment of delinquent and current dues. He may become a member again only upon an invitation of the Board of Directors and the payment of the initiation fee and annual dues required by all new members.

Section 2. For Other Causes.

(a) Whenever in the judgment of the Board of Directors, a member shall cease to possess the eligibility qualifications set forth in Article III hereof, the Board of Directors, by a vote of a majority of the Board, may terminate and cancel his membership; whereupon said member shall be notified of such termination and cancellation in writing, and within ten (10) days after receipt of such notice request a hearing before the Board of Directors under the circumstances and in the manner provided in subsection (b) of this Section 2.

(b) The Board of Directors, may, after a hearing, suspend or expel any member for grossly unprofessional, improper, or immoral conduct or for any action or conduct grossly inconsistent with or inimical or injurious to, the purposes of this Association; provided, however, that a copy of the charges made against him, together with written notice of the time and place of hearing thereon by the Board of Directors, shall have been served upon the accused member at least fifteen (15) days prior to said hearing; and, provided further, that the accused member shall have full opportunity to be heard in his own defense before said Board. A majority vote of the Board of Directors shall be required for suspension and a two-thirds (2/3) vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of his suspension. A member expelled may petition for readmission after the lapse of one (1) year following his expulsion and, upon a favorable vote of the Directors and the payment of the required initiation fee and just dues, may be re-admitted to membership by the Board of Directors.

ARTICLE V

Dues, Fees and Assessments

Section 1. The Dues and Initiation fees of the Association shall be set by the Board of Directors. Dues and Initiation fees shall be payable at such times and under such conditions as may be determined by the Board of Directors

Section 2. Each retired member, who during his or her membership served as President of the Association and by virtue of that office is an ex-officio member of the Board of Directors, shall not be required to pay annual dues. An Honorary Member shall not be required to pay annual dues.

Section 3. The fiscal year of this Association shall commence on January 1st and end on December 31st.

ARTICLE VI

Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of this Association shall be held at such time and place as may be selected each year by the Board of Directors. Written notice of the Annual Meeting and of the time and place thereof shall be mailed by the Secretary to the members at least thirty (30) days in advance of such Annual Meeting.

The President, either before or at the opening session of the Annual Meeting, shall appoint a nominating committee consisting of not less than three (3) members, whose duties shall be the recommending and reporting to the membership of candidates to be elected at such meeting as the Officers of the Association for the coming year and to fill vacancies on the Board of Directors.

A majority vote of the members present and voting shall be necessary to elect each Officer and Director, which election, except for the first election, shall be held at the Annual Meeting. The first election shall be held at the meeting at which these Bylaws are adopted in general session by the charter members of the Association.

Section 2. Special Meetings. Special Meetings of the members may be called by the President, Executive Committee, or the Board of Directors whenever he or it deems the same necessary or advisable, and whenever there is delivered to the President or Secretary, a written request for a Special Meeting signed by twenty-five (25) members of this Association, it shall be the duty of the President, or, in the case of his absence, disability or refusal to act, the duty of the President-elect, to call a Special Meeting. Written notice of the calling of a Special Meeting shall in every case be given to the members by the Secretary or other Officer at least thirty (30) days in advance of the holding thereof. Such notice shall state the object of the Special Meeting, the time and place at which same shall be held, and no business except that stated in the notice shall be transacted thereat.

Section 3. Twenty-five (25) Active Members shall constitute a quorum at any Annual or Special Meeting of this Association. A majority of the Active Members present and voting shall be necessary for the adoption of any matter voted upon at such meeting.

ARTICLE VII

Board of Directors

Section 1. There shall be a Board of Directors, which shall consist of three (3) Active Members from each of the three (3) Federal Judicial Districts of Georgia as constituted on July 1, 1964 and three (3) Active Members from the state-at-large. The District Directors shall be elected by the Association at the Annual Meeting, for

alternating terms of three (3) years each, except that initially one (1) Director from each district shall be elected for two (2) years, and upon expiration of said initial respective terms of one and two years, their successors shall thereafter be elected for terms of three (3) years. The Directors at-large shall also be elected at the Annual Meeting, but only for a term of one (1) year each. Vacancies on the Board shall be filled by appointment by the Board of Directors to serve the unexpired term or until a successor is elected at the next Annual Meeting of the Association for the unexpired term. Each Director shall assume his office forty-five (45) days after the adjournment of the Annual Meeting of the Association at which he is elected.

The President, President-elect, Vice Presidents, and the Secretary-Treasurer shall be ex-officio members of the Board of Directors and each said Officer shall be entitled to vote with the Board of Directors at all regular and special meetings thereof. The Past Presidents of the Association shall be ex-officio members of the Board of Directors and shall have voting privileges.

Section 2. The Board of Directors shall be the Executive board of this Association and shall have general supervision, management and control of the business affairs and activities of this Association, subject, however, to the provisions of other Sections of these Bylaws. The Board shall determine its own rules of procedure. Nine (9) members of the Board qualified to vote shall constitute a quorum for the transaction of business at a meeting of the Board.

Section 3. Regular meetings of the Board shall be held at such times as the Board by resolution shall determine.

Special Meetings of the Board may be held from time to time whenever called by the President or any five (5) Directors. Notice of the calling of a Special Meeting of the Board shall in every case be given by an oral or written announcement thereof at the last regular meeting of the Board preceding the holding of the Special Meeting called or by written notice mailed by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

The authority of the Board of Directors shall extend to, and include the following powers and authority:

- (a) To fix the annual dues of members.
- (b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association, but any such levy shall be subject to vote of the members of this Association as provided in Section 5 of Article V hereof.
- (c) To appoint officers to fill any vacancies, which may occur in any elective office or in the Board of Directors by reason of the death or resignation of the incumbent thereof, and any officer or director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office.

(d) To hire an Executive Secretary or such other employee or employees as the Board deems necessary to conduct the work of this Association, none of whom need be members of this Association, and to fix the duties and compensation of any such persons.

(e) In the interval between meetings of this Association to do all acts and perform all functions, which this Association itself might do or perform, except that the Board shall have no power to amend these Bylaws.

Section 4. The President shall be Chairman of the Board. In his absence, the President-elect, in the absence of both, the immediate Past President, and in the absence of all three, a Vice President or member of the Board selected by the Board, shall act as such Chairman.

Section 5. Each Director shall serve without compensation, but by action of the Board of Directors, may be reimbursed for his actual and necessary expenses incurred while engaged in the business of this Association.

Section 6. There shall be an Executive Committee, which shall consist of the President, President-elect, the three most immediate Past Presidents, and the Secretary-Treasurer. The Executive Committee shall have and exercise such of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors as may be delegated to it by resolution of the Board.

ARTICLE VIII

Officers and Their Duties

Section 1. The officers of this Association shall be a President, a President-elect, four (4) Vice Presidents (elected from the membership at large rather than as representatives of any specific geographical areas), a Secretary, and a Treasurer. The same person may hold the offices of Secretary and Treasurer.

Section 2. Officers shall serve without compensation but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this Association. In addition, when the same person holds the offices of Secretary and Treasurer, the Board may provide an honorarium not to exceed the amount of the annual dues.

Section 3. Officers shall be elected by this Association at its Annual Meeting, shall take office at the conclusion of such meeting, and shall serve for a term of one (1) year and until their successors are elected and installed.

Section 4. The duties of the Officers shall be as follows:

President: The President shall preside at all meetings of this Association and of the Board of Directors. He shall be the Chief Executive Officer of this Association and shall exercise such executive and appointive powers as the Bylaws, parliamentary usage, and custom dictate or as may be imposed by the Board of Directors. He shall be an ex-officio member of all committees. He may not succeed himself.

President-elect: The President-elect shall assume the duties of the President upon his request or when the President is absent, and shall succeed to the office of President upon the resignation, inability, or refusal to act, or death of the President. He shall be an ex-officio member of all committees without the right to vote. The President-elect shall fulfill such other duties as may be placed upon him by the President or the Board of Directors. Absent circumstance otherwise disqualifying the President-elect for membership in the Association, or upon the recommendation of the Nominating Committee, the President-elect shall succeed to the office of President upon completion of the President's term at the conclusion of the Annual Meeting.

Vice-Presidents: The Vice Presidents, in addition to serving as ex-officio members of the Board of Directors, shall stand ready at all times to assume any duties which may be placed upon them by the President or the Board of Directors.

Secretary: The Secretary shall keep minutes of all the proceedings of the members and Board of Directors, and shall maintain a record of the names and addresses of the members of this Association. He shall serve as ex-officio member of all committees. He shall prepare and send to the members of this Association notices of any and all Special Meetings of this Association and such other notices as may be required by these Bylaws or as may be directed by this Association, its President, or the Board of Directors. He shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President or the Board of Directors may direct

Treasurer: The Treasurer shall collect and receive all fees, dues, and assessments from the members of this Association, and all monies due and payable to this Association from any source. He shall make disbursement of any monies or funds in his possession or control only in accordance with orders of the Board of Directors. He shall make and preserve proper books of account and keep an accurate account of the finances of this Association, including a details record of all receipts and disbursements. At the request of the President and the Board of Directors, he shall surrender his books of account for examination by the President or the Board or for auditing by an auditor selected by the Board.

Each of the Officers of this Association shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors.

ARTICLE IX

Amendments

These Bylaws may be amended at any Annual Meeting of this Association at which there is a quorum by a two-thirds (2/3) vote of the Active Members present and voting; provided, however, that a copy of such proposed amendment has been submitted in writing to the Secretary, who shall present the same to the Board of Directors for its consideration and recommendations prior to the session of the meeting at which the proposed change is to be voted upon by the membership.

ARTICLE X

Conduct of Meetings

Conduct of all meetings shall be governed by the provisions of Robert's Rules of Order to the extent that they are not inconsistent with these Bylaws.