

# AADC By-Laws

---

## Article I

### Name

This Association shall be known as "Arkansas Association of Defense Counsel."

## Article II

The purpose of this Association shall be to bring together by organization, association and communication, lawyers licensed by the State of Arkansas, including lawyers engaged in private practice, lawyers engaged in an in-house or corporate counsel practice, lawyers employed by federal, state or local governmental bodies, or lawyers employed by institutions of higher learning, who devote a substantial amount of their professional time to advising businesses or governmental bodies or educating lawyers or law students on matters of interest to the defense bar, or to the handling of litigated cases and whose representation in such cases is primarily for the defense. Further, to provide for the exchange among the members of this Association of such general information, ideas, techniques of procedure and information on 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 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 cooperate with programs of public education directed toward highway and industrial safety and the reduction of costs resulting from highway, industrial and other casualties; to work for the elimination of court congestion and delays in civil litigation and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.

## Article III

### Membership

#### Section 1. In General

There shall be a Membership Committee of the Association which shall be the sole judge of the qualifications of a prospective member for membership in this Association. The Membership Committee shall consist of at least five members of the Association, to be appointed by the President to serve for one year. The members are to be selected from

different geographical locations in the State of Arkansas to the extent possible. The President shall select one of the five to act as Chairperson.

### **Section 2. Eligibility for Membership**

To be eligible for election to membership in the Association, and to continue to hold membership herein, an attorney must be a member in good standing of the Arkansas State Bar and must meet the practice criteria enumerated in Article II hereof. Further, the attorney may not be employed or a member of a law firm whose overall practice may present conflicts between the best interests of the firm and the purposes of the Association. The eligibility requirements for membership may be modified in any manner upon a majority vote of the Executive Committee of the Association.

### **Section 3. Nominations for Membership**

Any attorney who meets the membership requirements of Article III, Section 2, of these By-Laws may upon recommendation of two Association members in good standing apply for membership in this Association by submitting his or her name and qualifications in writing to the Secretary on an application form approved by the Association's Executive Committee. The Secretary shall submit such application to the members of the Membership Committee, who shall make such other investigation as they deem necessary and who shall approve or disapprove the application. Following the approval of a membership application, the Secretary shall notify the applicant and extend promptly to the applicant an invitation to membership in this Association.

### **Section 4. Acceptance of Membership**

Upon the applicant's acceptance of such invitation to membership, and the payment of the required annual dues, such applicant shall be a member of the Association with all the rights, privileges and prerogatives of membership in this Association. The applicant'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 Bylaws.

### **Section 5. Membership Renewals**

At the time each member pays the required annual dues and renews his or her membership, the member shall be required to attest through a statement in a form and manner prescribed by the Executive Committee that said member continues to meet the membership requirements set forth in this Article III.

## **Article IV**

### **Suspension and Termination of Membership**

#### **Section 1. For Non-Payment of Dues or Assessments**

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 or her 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. Any office such member holds shall become vacant upon such six months' default. Payment by a suspended member of his or her 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, including any vacated office provided that it has not been filled prior to such restoration.

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 canceled shall not be entitled to restoration to membership by the mere payment of delinquent and current dues. He or she may become a member again only after application pursuant to Article III of these By-Laws and the payment of the annual dues required by all new members.

### **Section 2. For Other Causes**

Whenever in the judgment of the Executive Committee a member shall cease to possess the eligibility qualifications set forth in Article III hereof, the Executive Committee, by a vote of a majority of such Committee, may require the member to show cause why the Association should not terminate and cancel his or her membership; whereupon said member shall be notified of such action in writing, and may within ten (10) days after receipt of such notice request a hearing before the Executive Committee under the circumstances and in the manner provided in Section (b) of this Section 2.

The Executive Committee may, after a hearing, suspend or expel any member for grossly unprofessional or immoral conduct, ceasing to possess the eligibility qualifications set forth in Article III hereof, 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 or her, together with written notice of the time and place of hearing thereupon by the Executive Committee, 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 or her own defense before said Committee. A majority vote of the Executive Committee shall be required for suspension, and a two-thirds vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of his or her suspension. A member so expelled may apply by petition for re-admission after the lapse of one (1) year following his or her expulsion and, upon a majority vote of the Executive Committee and the payment of the required dues, be re-admitted to membership.

## **Article V**

### **Fiscal Year and Dues**

#### **Section 1.**

The fiscal year of this Association shall commence on July 1 and end on June 30.

### **Section 2.**

The annual dues of this Association shall be One Hundred Fifty Dollars (\$150.00) for an individual member. Provided that for any law firm or corporate legal department which has three (3) or more persons who are members of this Association, the annual dues of each such member shall be One Hundred Twenty-five Dollars (\$125.00). The amount of the annual dues may be changed by the Executive Committee.

## **Article VI**

### **Meetings**

#### **Section 1.**

There shall be at least one general membership meeting of the Association per year and as many other meetings as the Executive Committee may determine to be necessary. The annual membership meeting shall be held at a time and place to be determined by the Executive Committee.

#### **Section 2.**

There shall be notice of the annual membership meeting and any other general meeting called by the Executive Committee e-mailed to the general membership at least sixty (60) days prior to the date fixed for the meeting.

## **Article VII**

### **Officers and Their Duties**

#### **Section 1.**

The officers of this Association shall be a President, a President-Elect, a Secretary and a Treasurer.

#### **Section 2.**

Officers shall serve without compensation but, by action of the Executive Committee, they may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this Association.

#### **Section 3.**

Officers shall be elected by this Association at its Annual Membership Meeting, shall take office at the conclusion of such meeting and shall serve for a term of one (1) year or until their successors are elected and installed. The President-Elect shall automatically succeed to the office of the President at the next regular election of officers after having been elected to the office of President-Elect.

#### **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 Executive Committee. He or she 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 Executive Committee. He or she shall be an ex-officio member of all committees.

#### **President-Elect**

The President-Elect shall assume the duties of the President when the President is absent or otherwise unable to exercise the powers of his or her office, and he or she shall undertake such other duties as may be assigned by the President.

#### **Secretary**

The Secretary shall keep minutes of all meetings and proceedings of the membership and of the Executive Committee, and shall maintain a record of the names and addresses of the members of this Association. He or she shall serve as an ex-officio member of all committees. He or she 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 Executive Committee. He or she shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President or the Executive Committee may direct. He or she shall keep all his or her records complete and intact and shall deliver the same in good order to his or her successor.

#### **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 or she shall make disbursement of any monies and funds in his or her possession or control only in accordance with orders of the Executive Committee. He or she shall make and preserve proper books of account and keep an accurate account of the finances of this Association, including a detailed record of all receipts and disbursements. At the request of the president or the Executive Committee he or she shall surrender his or her books of account for examination by the President or the Executive Committee or for auditing by an auditor selected by the Executive Committee, and shall deliver the same to his or her successor in office.

## **Article VIII**

### **Nomination and Election of Officers and Terms of Office**

The election of officers shall take place at the Annual Meeting of the Association. Suggested nominations for offices of President-Elect, Secretary and Treasurer may be made in writing to the Nominating Committee. The Nominating Committee shall prepare a nomination of at least one candidate for each of the offices of President-Elect, Secretary and Treasurer. At such Annual Meeting such nominations shall be read and then opportunity shall be given for additional nominations to be made from the floor. If more than one candidate is nominated for any office the nominees shall excuse themselves from the room during the voting. The candidate who receives a majority of the votes of those members present and voting is thereby elected. The terms of each officer shall begin on the date of election (or succession in the case of the President-Elect) and end on the election of his or her successor (or succession of the President-Elect in the case of the President). Vacancies in office shall be filled by the Executive Committee for the unexpired portion of the term.

## Article IX

### Executive Committee

#### Section 1.

There shall be an Executive Committee which shall consist of the officers, immediate past president, State Delegate to the Defense Research Institute, and chairpersons of all standing committees. Vacancies on the Executive Committee for those members who are not officers shall be filled by appointment by the President to serve the unexpired term. Each Member other than the officers shall assume his or her office immediately upon appointment and the past president shall assume his duties immediately upon leaving the office of president. His term on the Executive Committee shall be for one year or until the next President leaves the office of President and succeeds him on the Executive Committee. The newly elected officers shall assume the duties of their offices immediately upon the adjournment of the Annual Meeting of the Association at which he or she is elected.

#### Section 2.

The Executive Committee 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 Committee shall determine its own rules of procedure. Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, except that if written notice has been given as provided in these Bylaws a quorum shall consist of those members present.

Regular meetings of the Executive Committee shall be held at such times as the Executive Committee by resolution shall determine.

Special meetings of the Executive Committee may be held from time to time whenever called by the President or any three (3) Members. Notice of the calling of a special meeting of the Executive Committee shall be given by written notice mailed by the person or persons calling the meeting to each member of the Executive Committee at least five (5) days in advance of the holding of such meeting.

The authority of the Executive Committee shall extend to and include the following powers and authority:

To fix the annual dues of members;

To appoint officers to fill any vacancies which may occur in any elective office and any officer so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office;

To hire an Executive Secretary or such other employee or employees as the Executive Committee deems necessary to conduct the work of the Association, none of whom needs to be a member of this Association, and to fix the duties and compensation of any such persons;

To advise the Legislative Committee on the position of the Association on proposed legislation and initiated acts and further to designate specific legislative proposals to be advanced by the Legislative Committee; and

In the interval between Annual Meetings of this Association to do all acts and perform all functions which this Association itself might do or perform.

### **Section 3.**

The President shall be Chairperson of the Executive Committee. In his or her absence, the President-Elect, and in the absence of both, the immediate Past President, and in the absence of all three, the Secretary or a member of the Committee selected by the Committee, shall act as such Chairperson.

### **Section 4.**

Each Executive Committee member shall serve without compensation but, by action of the Executive Committee, may be reimbursed for his or her actual and necessary expenses incurred while engaged in the business of this Association.

## **Article X**

### **Committees**

#### **Section 1.**

In addition to the Executive Committee, the members of the following committees may be appointed by the President:

- Membership Committee
- Legislative Committee
- Nominating Committee

The President may designate a chairperson for each such committee. The President may appoint, from time to time, such other standing or special committees as he or she deems advisable. Each standing and special committee shall consist of a number of members to be determined by the President, except as herein set forth.

#### **Section 2. Membership Committee**

The duties of the Membership Committee are to be consistent with those responsibilities placed upon such Committee in Article III of these Bylaws.

#### **Section 3. Legislative Committee**

The duties of the Legislative Committee are as follows:

To identify proposed legislative acts which may affect the manner in which civil litigation may be defended, either procedurally or substantively;

To identify proposed legislative acts which may affect businesses in Arkansas;

To propose to the Executive Committee the position to be asserted by the Association to proposed legislative acts;

To communicate the position of the Association on proposed legislation to members of the Arkansas General Assembly; and

To draft proposed legislation to submit to the Executive Committee as the Association's legislative package.

The Chairperson of the Legislative Committee shall be appointed by the President to serve a one-year term. The Chairperson shall direct the interface between the Association and the members of the Arkansas General Assembly.

The President shall inform the Chairperson of the position of the Association, as determined by the Executive Committee, and direct the Chairperson to advance such position before the Arkansas General Assembly. In situations requiring emergency action, where Executive Committee action is impossible or impracticable, the President or the President-Elect is empowered to determine the position of the Association and direct the Chairperson to advance such positions before the Arkansas General Assembly.

#### **Section 4. Nominating Committee**

The duties of the Nominating Committee are to be consistent with those responsibilities placed upon such Committee in Article VIII of these Bylaws.

## **Article XI**

### **Amendments**

These Bylaws may be amended by an affirmative vote of two-thirds of the Executive Committee present and voting at any regular or special meeting of the Executive Committee, after notice has been given as provided in this Article. These Bylaws may also be amended at any Annual Meeting of the Association by an affirmative vote of a majority of the membership of the Association present and voting.