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# Bylaws

American Association for Justice, a Corporation  
(as last amended July 16, 2023)

## Article I—Name

The name of this Association shall be American Association for Justice, hereinafter referred to as The Association.

## Article II—Mission

The Mission of The Association shall be to: Seek justice for all. . . Preserve the constitutional right to trial by jury . . . Prevent injury from occurring . . . Champion the cause of those who deserve redress for injury to person or property . . . Promote the public good through concerted efforts to secure safe products, a safe workplace, a clean environment, and quality health care . . . Further the rule of law and the civil justice system, and protect the rights of the accused . . . Inspire excellence in advocacy through training and education . . . Encourage cooperation among members . . . Advance the common law and the finest traditions of jurisprudence . . . Uphold the honor and dignity of the legal profession and the highest standards of ethical conduct and integrity.

## Article III—Membership

Section 1. The Association welcomes as members, without regard to sex, race, religion or ethnic background, all who support its mission and objectives; who are dedicated to upholding and defending the principles of the Constitution of the United States, who are of good moral character and who are committed and devoted to the concept of a fair trial, the adversary system and a just result for the injured, the accused, and those whose rights are jeopardized. Members shall adhere to all policies established by the Association, including but not limited to the application and observance of confidentiality and of nondisclosure provisions relating to confidential or sensitive information generated by AAJ or its members, the violation of which shall serve as grounds for discipline under this Article. There shall be the following classes of membership:

(a) Regular Members—Any person who is licensed to practice law in any country, state or jurisdiction and is actively engaged in the practice of law in any field or phase of advocacy; and who, for the most part, based on caseload and time, represents the plaintiff in civil litigation or

represents the defendant in criminal litigation shall be eligible for Regular Membership and shall continue to be a Regular Member in good standing upon payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for Regular Membership. A Regular Member shall be entitled to all rights and privileges, including the right to vote and hold any office in The Association, and benefits as granted by the Board of Governors.

(b) Sustaining Members—Any Regular Member who has been a Regular Member for at least one year may apply to become a Sustaining Member upon the approval of the Board of Governors and by paying the dues required for Sustaining Membership and shall continue to be a Sustaining Member in good standing upon payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for Sustaining Membership. A Sustaining Member shall be entitled to at least the same rights, privileges and benefits of a Regular Member and any additional benefits as granted by the Board of Governors.

(c) President’s Club Members—Any Regular Member who has been a Regular Member for at least three years may become a President’s Club Member upon the approval of the Board of Governors and by paying the dues required for President’s Club Membership, and shall continue to be a President’s Club Member in good standing upon payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for President’s Club Membership. A President’s Club Member shall be entitled to at least the same rights, privileges and benefits of Regular Membership and any additional benefits as granted by the Board of Governors.

(d) Leaders Forum Members—A Law Firm who has at least one member of the firm as a Regular Member in good standing for at least one year may become a Leaders Forum Member by paying levels of dues required for Leaders Forum

Membership and shall continue to be a Leaders Forum Member in good standing upon payment of periodic dues and during continued adherence, of the Law Firm members, to the principles embodied in Section 1 of this Article and the qualifications for Leaders Forum Membership. Leaders Forum Members shall be entitled only to benefits granted by the Board of Governors corresponding to the level of paid dues.

(e) International Members—Any person who is licensed to practice law in any country, state or jurisdiction and who resides outside of the United States, its Territories or Canada; and who would qualify for either Regular or Associate Membership shall be eligible for International Membership and shall continue to be an International Member in good standing upon payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article. International Regular and Associate Members shall be entitled to the same rights, privileges, and benefits of Regular or Associate Membership, but shall pay dues lower than the dues of Regular and Associate Members.

(f) Associate Members—Any person who is licensed to practice law in any country, state, or jurisdiction; and who does not otherwise qualify for any other membership class, shall be eligible for Associate Membership and shall continue to be an Associate Member in good standing upon the payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for Associate Membership. An Associate Member shall be entitled only to benefits granted by the Board of Governors.

(g) Student Members—A law student who is engaged in a course of study at a law school shall be eligible for Student Membership and shall continue to be a Student Member in good standing upon payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article. A Student Member shall be entitled only to benefits as granted by the Board of Governors.

(h) Military Members—Any person who is licensed to practice law in any country, state, or jurisdiction and who is in the full-time active service of the armed forces of the United States shall be eligible for Military Membership and shall continue to be a

Military Member in good standing upon the payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article. A Military Member shall be entitled only to benefits granted by the Board of Governors.

(i) Law Professor Members—Any person who is engaged in the full-time teaching of the law at any accredited law school or college and who is licensed to practice law in any country, state, or jurisdiction; shall be eligible for Law Professor Membership and shall continue to be a Law Professor Member in good standing upon the payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this article. A Law Professor Member shall be entitled only to benefits granted by the Board of Governors.

(j) Law Graduate Members—Any person who has received a degree in law from an accredited law school or college but has not been licensed to practice law in any country, state, or jurisdiction; shall be eligible for Law Graduate Membership and shall continue to be a Law Graduate Member in good standing upon payment of dues and during continued adherence to the principles embodied in Section 1 of this Article. No person may continue as a Law Graduate Member of The Association for more than one year. A Law Graduate Member shall be entitled only to benefits granted by the Board of Governors.

(k) Retired Members—Any member of The Association who has attained the age of seventy years, who has retired from the active practice of law, and who has completed ten years as a dues-paying member of The Association shall be eligible for Retirement Membership and shall continue to be a Retired Member in good standing during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for Retired Membership. In addition, any member attaining 70 years of age and 30 years of paid AAJ membership, regardless of employment status, will be eligible for retired status. A Retired Member shall be entitled only to benefits granted by the Board of Governors, excepting that Retired Members who were formerly Regular, Sustaining, or President's Club Members shall have the right to vote.

(l) Honorary Life Members—Any member of The Association deemed by the Board of Governors to

merit distinction as an Honorary Life Member by virtue of contributions made to The Association shall be so designated an Honorary Life Member. An Honorary Life Member shall pay no dues but shall continue to receive the benefits, rights, and privileges of Regular Membership.

(m) Government Members—Any person who is licensed to practice law in any country, state or jurisdiction and who is in the full-time employ of any local, state or federal government agency or public defender shall be eligible for Government Membership and shall continue to be a Government Member in good standing upon the payment of periodic dues and during continued adherence to the principles embodied in Section 1 of this Article. A Government Member shall be entitled only to benefits granted by the Board of Governors.

(n) Life Members—Effective August 1, 1999, applications for life membership will no longer be accepted and no member can become a Life Member. Life Members shall be entitled to at least the same rights, privileges, and benefits of a Regular Member, and additional benefits granted by the Board of Governors.

(o) Emeritus Members—Any person who has attained the age of sixty years, who has retired from the active practice of law, and who has completed ten years as a dues-paying member of the Association shall be eligible for Emeritus Membership and shall, prior to attaining the age of seventy years, continue to be an Emeritus Member in good standing during continued adherence to the principles embodied in Section 1 of this Article and the qualifications for Emeritus Membership. An Emeritus Member shall be entitled only to the benefits accorded to Associate Members, plus any additional benefits granted by the Board of Governors, except that Emeritus Members who previously qualified for the benefits accorded to Regular Members shall also be granted special limited access to AAJ Conventions and Programs in accordance with rules to be determined by the Board. Emeritus Members shall pay dues at a rate to be determined by the Board of Governors.

Section 2. The Board of Governors shall establish procedures for application for admittance to all classes of membership, including the right to create additional classes of membership provided that the Board of Governors approves a proposal

establishing an additional class of membership by a two-thirds vote of the members present and voting at two consecutive meetings of the Board of Governors. The Board of Governors shall establish all benefits of membership, and shall determine all rights and privileges except insofar as limited by these Bylaws or by operation of law.

Section 3. Termination of Membership—Membership may be terminated in the following manner: (a) Resignation—A member may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, provided the member has satisfied all of said member's obligations to The Association. (b) Disbarment—A member who is disbarred shall automatically be removed from membership. (c) Suspension from Practice—A member suspended from practice shall be suspended from membership for as long as said period of suspension from practice continues and shall be returned to membership subject to the approval of the Board of Governors upon the termination of said suspension. (d) Expulsion, Suspension or Censure—A member may be expelled, suspended or censured for (i) violation of a fiduciary relationship owed to a client; (ii) conduct involving dishonesty, fraud, deceit or misrepresentation or violation of the security or nondisclosure of information of The Association or its Members; or (iii) misconduct which brings discredit to said member, The Association, or the profession of law. The Board of Governors shall establish procedures for the implementation of this paragraph.

## **Article IV—Officers**

Section 1. The Officers shall be the President, President- Elect, Vice President, Secretary, Treasurer and Parliamentarian. These Officers shall perform the duties prescribed by these Bylaws and by Robert's Rules of Order Newly Revised.

Section 2. The President shall be the Chair of the Board of Governors and the Executive Committee, and shall preside at all meetings of The Association and Board of Governors and the Executive Committee; and unless otherwise provided for in these Bylaws, shall appoint all committees and shall be an ex-officio member of all committees. The President, in collaboration with other AAJ Officers and the Chief Executive Officer (CEO), is the primary spokesperson for the Association, executing this role within policies established by the Board of Governors and Executive Committee.

The CEO is also a spokesperson for the Association, executing this role within policies established by the Board and Executive Committee. To the extent possible and feasible under the time constraints then existing, the CEO shall coordinate his/her public appearances and statements with the President with the prevailing purpose to have a rapid and effective response to the situation. The President or the CEO, where appropriate, may designate another individual to be a spokesperson. The President shall perform such other duties as are necessarily incident of the office of the Chair of the Board and Executive Committee or as may be prescribed by the Board of Governors or Executive Committee.

Section 3. The President-Elect shall perform duties as delegated to the President-Elect by the President. The President-Elect shall preside at meetings in the event of the temporary absence of the President and shall automatically succeed to the office of President at the end of the President's term and shall hold such office for the term prescribed in Section 8 of this Article.

Section 4. The Vice President shall perform duties as delegated to the Vice President by the President and shall preside at meetings in the event of the temporary absence of both the President and President-Elect.

Section 5. The Secretary shall keep the minutes of all meetings of The Association, the Board of Governors, and the Executive Committee; shall be the official custodian of all records of The Association; shall direct the mailings of all notices required to be given; and shall keep an accurate census of the membership.

Section 6. The Treasurer shall be the official custodian of the funds of The Association. The Treasurer shall collect all dues and monies of The Association; shall submit financial reports to the Board of Governors at its regular meetings and to the membership at the Annual Convention; and shall receive, disburse and invest the funds of The Association in the manner directed by the Board of Governors.

Section 7. The President shall assign to each officer established under this Article additional responsibilities in connection with one of the following: Membership; Communications; Budget and Finance; Political and State Affairs; Member Services and Education. The Board of Governors

may establish specific duties to be included with assigned responsibilities under this Section.

Section 8. The Officers shall serve for a one-year term, or until their successors are elected. The term of office shall begin when the officers are sworn into office at the Annual Convention. No member shall hold more than one office at a time.

Section 9. (a) In the event of a vacancy in the office of President, the duties, powers and responsibilities of President shall be assumed immediately by the next officer in the line of succession as follows: President- Elect, Vice President, Secretary, Treasurer, and Parliamentarian. (b) A vacancy in the office of President-Elect shall exist until the next election at the Annual Convention. (c) In the event of a vacancy in the office of Vice President, Secretary, Treasurer or Parliamentarian, notice of the vacancy shall be given to the members of the Board of Governors, which shall elect to fill the vacancy by majority vote at a meeting to be held not sooner than thirty days after such notice has been given. The officer so elected shall serve until the next Annual Convention. (d) For purposes of this Article, a vacancy arises upon the death or resignation of an officer, or upon certification by two-thirds vote of the Board of Governors that an officer is mentally or physically unable to fulfill the duties of office.

Section 10. The removal of any officer for good cause may be effected by a two-thirds vote of the Board of Governors, provided however that notice of intent to propose such action is given to the members of the Board at least thirty days prior to the vote. Such notice shall suffice also to fulfill the notice requirement of Section 9(c) of this Article.

## **Article V—Board of Governors**

Section 1. The Board of Governors shall be the governing body of the Association and shall establish and approve policies of The Association including the adoption of a 3- year Strategic Plan. The Strategic Plan shall be reviewed and revised each year by the Board of Governors through a process directed by the Executive and Organization Review Committees ensuring that the Association shall be managed in accordance with the Strategic Plan. The Board shall oversee the implementation of the policies of The Association and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. The Board of Governors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Parliamentarian, the Chair of State Delegates, Immediate Past President, the President of each state affiliate of the United States and the District of Columbia, or his/her designee limited to the Immediate Past President or President-Elect, without the right to vote and so long as they are in office and a member in good standing of AAJ and the Governors elected in accordance with these Bylaws. Executive Directors of State Affiliates shall have the right to attend, participate and debate in all meetings of the Board of Governors but shall not have the right to vote unless holding a duly issued proxy. Past Presidents of AAJ and regular members who have been awarded AAJ's Lifetime Achievement Award or the Leonard M. Ring Champion of Justice Award shall have the right to participate fully and to vote at all meetings of the Board, including Executive Sessions.

Section 3. (a) There shall be one member of the Board of Governors elected from each jurisdiction.

(b) There shall be an additional member of the Board of Governors elected from each jurisdiction with a voting membership population of 150 or more voting members with one additional member of the Board of Governors for each additional 150 voting members above 150. Each member of the Board of Governors shall be a voting member of the governing body of their respective State Affiliate for the duration of such Board member's term on the Board of Governors. No member elected to the Board of Governors under this or any previous provision of these Bylaws shall be required to resign by reason of any change in these Bylaws or the total membership population of any jurisdiction.

(c) Determination of the membership population of the jurisdictions for purposes of these Bylaws shall be made by an annual census conducted by the Home Office of all voting members whose dues are paid in full, or if paid on an installment basis, current as of May 1 of each year. The census shall be certified to the chief officer and executive director of each affiliate organization and to each member of the Board of Governors.

(d) In the event that a jurisdiction is represented by only one Governor as a result of the application of Section 3(b) above, the jurisdiction shall have one additional member on the Board of Governors.

(e) Each year, prior to the start of the Annual Convention, the Executive Committee may nominate up to four (4) persons to serve three-year terms on the Board of Governors as Governors-at-Large. Nominees under this subsection, who shall be Regular, Sustaining, President's Club or Life Members of the Association, will be subject to election by a majority vote of the Board at its meeting immediately following the close of the Annual Convention. Additional nominations, if any, shall be in order from the floor of the meeting, except that no more than four (4) Governors-at-Large may be elected in any one year. The terms of governors elected under this Article shall be three years and shall begin immediately upon election.

(f) The formula established under subsection (b) of this Section shall, unless and until further amended, be applicable to each census certified on or after January 1, 2011.

(g) (i) Each jurisdiction, in addition to the Governors elected under subsections 3(b) and 3(d) above, shall be represented by one additional Governor who shall be an AAJ Regular Member in good standing not over forty (40) years of age or an AAJ Regular Member in good standing admitted to the practice of law fifteen (15) years or less. Such person shall serve a two-year term beginning at the Winter Convention in each even numbered year. Governors under this subsection shall be selected by the elected governors from each jurisdiction in consultation with their jurisdiction's executive director, if applicable, who shall, in making their selection, give bona fide consideration to at least one member of a "minority" as defined hereinafter in these Bylaws or to a woman. Not later than the commencement of the Winter Convention in each even numbered year, each jurisdiction shall select one representative pursuant to this subsection and the senior Governor of each jurisdiction shall report the selection to the Compliance Committee. In the event that a jurisdiction fails to select a representative as set forth above, the Minority Caucus or the Women Trial Lawyers Caucus shall have the power at the Winter Convention to select a representative from that jurisdiction to serve as a Governor. In the event that more than one

jurisdiction fails to select a representative as set forth above, the Minority Caucus and the Women Trial Lawyers Caucus shall work together to reach consensus on how to apportion their selections. The representative is required to meet the criteria set forth above and be a member of both his or her jurisdiction's state affiliate and AAJ. The Caucus that is most underrepresented among the Governors selected pursuant to this subsection shall designate the representative to serve as Governor.

(ii) AAJ is committed to achieving the goal of increasing diversity on the Board and the activity level of the Governors. Three years after initial adoption of this subsection, the Executive Committee shall evaluate the impact of this subsection on participation, diversity, governance, and membership in the Association and on the Board and determine if additional steps are necessary. The Executive Committee shall also collect and report data on the demographics of the Board at the time of the adoption of this amendment and yearly thereafter and recommend whether the new seats should be made permanent or should be extinguished. The Compliance Committee shall be responsible for reviewing and verifying the governors' reporting requirement relative to appointments to the Board under this subsection.

(h) Each year, prior to the Winter Convention meeting, the President shall issue to all eligible members of the Board an invitation to apply for status as Emeritus members of the Board of Governors. Eligible Board members shall meet the following criteria: (1) have served on the AAJ Board of Governors for a minimum of 25 years; (2) is in full compliance with the Board Obligations and Responsibilities; (3) is at least 65 years of age; and (4) is a Regular, Sustaining, President's Club, or Life member of the Association. Those who wish to apply for Emeritus status must do so within 30 days in writing to the President. In the event there are more than five members who meet the criteria, the member(s) with the most seniority based on the number of years on the Board followed by age will be accepted to serve three-year terms as Emeritus Governors to begin at the Annual Convention in the year in which Emeritus Governor status is granted. There shall be up to but no more than fifteen (15) Emeritus Governors on the Board of Governors. Notice of acceptance shall be provided prior to the Spring Board meeting. Emeritus Governors shall have

the right to participate fully and to vote at all meetings of the Board, including Executive sessions, and shall be required to meet Board Obligations and Responsibilities applicable to all other members of the Board.

(i) One third of the membership of the Board of Governors shall be elected for a three-year term.

(j) For purposes of this article, jurisdiction is defined to include: (1) each state of the United States, (2) the District of Columbia; (3) Puerto Rico, (4) The Province of British Columbia, (5) the Province of Alberta, (6) the combined Provinces of Manitoba and Saskatchewan, (7) the Province of Ontario, (8) the U.S. Virgin Islands; (9) the combined Provinces of Newfoundland, New Brunswick, Prince Edward Island, and Nova Scotia, known as the Atlantic Provinces, (10) the Province of Quebec, (11) the United Kingdom and Republic of Ireland, (12) Australia, and (13) the "Balance of the World." Governors who represent the "Balance of the World" shall be called "International Governors" for the purpose of these Bylaws.

Section 4. In the event that a member of the Board of Governors shall be unable to attend a meeting of the Board of Governors, that member may designate a proxy from the member's jurisdiction, or as otherwise specified below, to attend the meeting and act as proxy in the member's absence, provided that the member has designated such proxy in writing to the General Counsel of the Association, such designation to be received by no later than the commencement of the meeting of the Board, naming the individual proxy. The proxy must be a member in good standing of AAJ, and for such jurisdictions whose Governors are elected by State Affiliates or appointed by State Affiliate Governors, the proxy may be either the President of the State Affiliate, the President-Elect of the State Affiliate, a Past Governor of AAJ from the State Affiliate, a Past President of the State Affiliate, a State Delegate from the State Affiliate, a Past Governor of the Women's Caucus, Minority Caucus, the New Lawyers Division, or the Executive Director of the State Affiliate, notwithstanding that the Executive Director may not be a member in good standing of AAJ. For such jurisdictions without State Affiliates, including At-Large Governors, the proxy must be a member in good standing of AAJ and may be either from the Governor's

jurisdiction, a Past Governor of the Women's Caucus, Minority Caucus, or the New Lawyers Division. For other entities with Board of Governor representatives, the proxy must be a member in good standing of AAJ and from the representative Governor's entity.

Section 5. Except as specifically limited by these Bylaws, the Board of Governors shall have full power and authority in intervals between the business meetings of the Annual Conventions to do all acts and perform all functions which The Association itself duly convened at the business meeting of the Annual Convention may do or perform. However, whenever the membership of The Association shall have required or forbidden any act or policy at an Annual Convention, such action shall be binding upon the Board of Governors.

Section 6. Meetings of the Board of Governors shall be held upon the order of the President or upon written request of any fifteen members of the Board of Governors. In any event, the Board of Governors shall meet at least 4 times a year. A meeting shall be held at the Annual and Winter Conventions, one shall be held in the Fall, hereinafter referred to as the Fall Board Meeting, and another shall be held not more than ninety or less than thirty days prior to the Annual Convention, hereinafter referred to as the Spring Board Meeting.

Section 7. (a) There shall be an Executive Committee of the Board of Governors, which shall oversee the management of The Association. The Committee shall direct the affairs of The Association through the CEO. The Committee shall consist of the Officers of The Association, two members appointed by the President, five members of the Board of Governors elected by the Board of Governors, the Chair of the Budget Committee, the Chair of State Delegates, the Chair of the Membership Oversight Committee, the Immediate Past President, a member of the National Association of Trial Lawyer Executives (NATLE) selected by NATLE, the Chair of the President's Council, a member from the Women's Caucus selected by the Women's Caucus, a member from the Minority Caucus selected by the Minority Caucus, a member of the New Lawyers Division selected by the New Lawyers Division, a member of the Lesbian, Gay, Bisexual, and Transgender (LGBT) Caucus, and the CEO of The Association without the right to vote. The Executive Committee also shall act in place and stead of the Board of Governors as necessary between Board of Governors meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board promptly or at the next Board meeting.

(b) The Executive Committee shall not countermand actions taken by the Board of Governors and will be bound by specific instructions given to it by the Board of Governors.

(c) A majority of the Executive Committee shall constitute a quorum, and actions shall be decided by a majority vote except as provided in Article X of these Bylaws. The President may request a telephone or mail vote of the Executive Committee in which event action shall require the affirmative vote of five members.

(d) The Executive Committee shall keep minutes of its meetings and shall distribute them to the members of the Board of Governors.

(e) The Executive Committee shall meet upon the call of the President or upon the call of any four members of the Executive Committee and shall meet at least eight times during each fiscal year.

Section 8. (a) In the event of a vacancy in the office of Governor, the Secretary shall give notice that such vacancy exists to the affiliate designated in accordance with Article XIII, Section 2 of these Bylaws. That affiliate may select an eligible member to serve the remainder of the term and shall certify the successor, in accordance with the Rules for Elections, to the CEO within thirty days after notice has been given.

(b) If the vacancy is not so filled within thirty days, then the President may appoint a successor, subject to the approval of the Board of Governors. The appointee shall serve until the next Annual Convention. The remainder of the term shall be served by a member elected in the usual manner of election of Governors.

Section 9. The removal of a Governor for cause may be effected by a two-thirds vote of the Board of Governors, provided however that notice of intent to propose such action is given to the members of the Board and to the affiliate organization at least thirty days prior to the vote. In the event any Governor shall be absent from three consecutive Board meetings, the office shall be declared vacant. A member of the Board who is necessarily absent from a Board meeting and who names a Proxy in accordance with Section 4 of this article, and whose proxy attends, shall not be considered absent for purposes of this Section. Whenever two separate Board meetings occur on the same date, those meetings shall be deemed one meeting for the purposes of this Section.

Section 10. A quorum at any meeting of the Board of Governors shall consist of one-third of the number of governors in office at the time of the meeting.

Section 11. No member shall be eligible to be nominated to the Board of Governors unless such member shall have been an AAJ member in good standing for five (5) years.

## **Article VI—State Delegates**

Section 1. Hereinafter in these Bylaws, “state” is defined to include each state of the United States, the District of Columbia, Puerto Rico, and each of the following areas of Canada: (a) the Province of British Columbia, (b) the Province of Alberta, (c) the Provinces of Manitoba and Saskatchewan, (d) the Province of Ontario, and (e) the eastern five provinces of Canada.

(a) Each state shall have two State Delegates. Each Delegate shall be a voting member of the governing body of their respective State Affiliate for the duration of such Delegate’s term as State Delegate.

(b) The State Delegates for Canada shall bear the title Delegates and all references in these Bylaws to State Delegates shall apply to the said Delegates mutatis mutandis.

Section 2. The terms of office of the State Delegates shall be two years. One Delegate from each state shall be elected each year.

Section 3. The State Delegates shall promulgate bylaws for the governing of their meetings and activities. The bylaws shall not be inconsistent with these Bylaws and shall be approved by the Board of Governors.

Section 4. The State Delegates shall meet at such times and places fixed by the President of The Association or their Chair. Upon the request of twenty-five State Delegates, in writing, the President of The Association shall call a special meeting of the State Delegates. If any State Delegate has missed three consecutive meetings of the State Delegates, whether or not the Delegate has been reelected to a successive term of office, the Chair shall declare the seat vacant by notifying the President of AAJ, the affiliate and the State Delegate for purposes of filling the vacancy.

Section 5. The State Delegates shall be the liaison

between the Board of Governors and the affiliate which is represented, and it shall be the responsibility of the State Delegates to assist the Board of Governors in attaining the objectives of The Association by carrying out specific programs assigned to them by the Board of Governors or the President.

Section 6. (a) In the event of a vacancy in the office of State Delegate, the Secretary shall give notice that such vacancy exists to the affiliate designated in accordance with Article XIII, Section 2 of these Bylaws. That affiliate may select an eligible member to serve the remainder of the term and shall certify the successor, in accordance with the Rules for Elections, to the CEO within thirty days after notice has been given. (b) If the vacancy is not so filled within thirty days, then the President may appoint a successor, subject to the approval of the Board of Governors. The appointee shall serve until the next Annual Convention. The remainder of the term shall be served by a member elected in the usual manner of election of State Delegates.

Section 7. The State Delegates may elect from its members a Chair-Elect who upon serving as Chair need not be a State Delegate.

Section 8. No member shall be eligible to be nominated to the State Delegates unless such member shall have been an AAJ member in good standing for three (3) years.

## **Article VII—Elections and Voting**

Section 1. The President shall appoint an Election Committee to conduct the elections. The Committee shall recommend fair rules of conducting elections, which rules shall be approved by the Board of Governors of The Association and shall serve as permanent rules unless amended by the Board of Governors. The rules may be amended by the Board of Governors at any regular meeting; however, any amendments shall not affect any election held within thirty days of the approval of such amendment by the Board of Governors, and any amendments must be proposed in writing to the members of the Election Committee ten days prior to the regular board meeting at which the amendment will be considered. All contested elections shall be by secret ballot. When only one candidate for an office has been nominated, such candidate shall be declared the winner by the Election Committee Chair without the necessity of voting.



Section 2. The Officers shall be elected at the Annual Convention as follows:

- (a) No Officer shall be elected unless such Officer is an eligible member as provided for in these Bylaws. All Officers shall be nominated and elected from the floor of a business meeting of the Annual Convention. In order to be eligible to be nominated to the office of Parliamentarian, Treasurer, Secretary, Vice President or President-Elect, a member shall give written notice of intent to seek one of such offices as provided in the Election Rules no later than the close of the Spring Board Meeting. Such declaration of intent to seek office under this provision shall be announced at the aforesaid Board Meeting. The time of the nominations and elections shall be set forth in the Convention notice sent to each member.
- (b) Officers shall be elected by a majority of the eligible members as provided for in these Bylaws. Electronic voting may be used to conduct a contested election. In the event a candidate does not receive a majority, a runoff election shall be held between the two candidates receiving the greatest number of votes. Instant run-off voting, as defined in the AAJ Rules for Election, may be used to conduct a runoff election. The Convention by a two-thirds vote may provide for election by plurality prior to the holding of the elections.
- (c) In the event that two or more candidates for the same office receive the same number of votes, the Election Committee shall conduct a second election between the tied candidates no later than the next business day.
- (d) No member shall be eligible to be elected President-Elect of The Association unless such member shall have been a member in good standing for the 5 consecutive years immediately preceding his or her candidacy for President-Elect and have served as a member of the Board of Governors for at least two years or as an Officer or a member of the AAJ Executive Committee for at least one year. A member in good standing for the 5 consecutive years preceding his or her candidacy who has not served as an Officer or as an Executive Committee member for the requisite number of years shall nonetheless be eligible to be elected President-Elect if he or she has served as the Chair, for at least one year, of one or more of the following Boards or Committees: Budget Committee; Organization

Review Committee; PAC Board of Trustees; National Finance Council; NCA Board of Trustees; Section and Litigation Group Coordination Committee (SLGCC); Membership Oversight Committee; or Diversity Committee.

- (e) A candidate has the right to contest the outcome of the election for the office sought by the candidate by filing a petition with the Election Committee not later than three hours after the announcement of the results of the election to the membership. The petition shall state that a material breach of the Bylaws or the AAJ Election Rules occurred, that such breach affected the outcome of the election, and that a new election for the office is requested by the candidate. The Election Committee shall review the allegations in the petition and decide within six hours whether to grant or deny the petition. If the petition is granted, the Election Committee shall call a special election for that office by the next business day. Only members qualified to vote in the annual election shall be qualified to vote in the special election. If the petition is denied, the Election Committee will certify the result of the election and the elected candidate shall be sworn into office.

Section 3. Members of the Board of Governors and State Delegates shall be nominated and elected at the Annual Convention by a majority of the members eligible as provided for in these Bylaws, and who are present and voting at a caucus meeting called for that purpose, provided that no member shall be elected whose principal office is located within a state where an official affiliate of The Association is located, if such affiliate has nominated one or more members, unless such member shall have been nominated by that official affiliate. No member of the Board of Governors or State Delegates shall be elected unless said Governor or Delegate is an eligible member as provided for in these Bylaws.

Section 4. No member shall be eligible to vote on any matter or in any election at the Annual Convention unless such member has been a member or has applied for membership at least thirty days prior to the Annual Convention and is a paid registrant at such Convention.

Section 5. (a) A member whose principal office is located within twenty-five miles of Washington, D.C. and who does a substantial

practice in Washington, D.C. may elect to be a member of the Washington, D.C. “state” and, as such, be eligible to vote or be elected to the Washington, D.C. “state” office of The Association.

(b) Membership in the Washington, D.C. “state” shall become effective sixty days after the member’s written election has been filed with the CEO of The Association.

(c) One who has filed an election to be a member of the Washington, D.C. “state” may not thereafter vote with or hold office in the “state” in which the member’s principal office is located until sixty days after filing a written revocation of said election to be a member of the Washington, D.C. “state.”

(d) Except as provided above in this Section, membership in a “state” and the right to vote and to be elected to “state” offices of The Association shall be determined by the location of the principal office of the member.

## **Article VIII—Meetings and Conventions**

Section 1. There shall be an Annual Convention with at least one business meeting of The Association to be held at a time and place fixed by the Board of Governors.

Section 2. There shall be such interim business meetings as shall be called by the President with the advice and consent of the Board of Governors, provided notice of such interim business meeting be given to the membership in writing mailed at least thirty days before such meeting with such notice designating the general nature of the business to be conducted at such meeting.

Section 3. One hundred members shall constitute a quorum at any business meeting of The Association.

Section 4. The business meetings shall be the final authority of The Association on all matters not specifically delegated to the Board of Governors or the Officers of The Association.

## **Article IX—Dues**

Section 1. The dues shall be established by the Board of Governors for each class of membership, including the terms of payment. Dues may thereafter be increased by a two-thirds vote of the Board of Governors present at a Board’s meeting provided that notice of the

proposed dues increase shall be circulated to the membership no less than thirty days prior to the aforesaid Board meeting and that the Board may not increase the dues greater than the amount proposed by that notice.

Section 2. If the dues of any member be unpaid for a period of sixty days after the same shall have become payable, the Treasurer shall cause to be mailed a notice of delinquency. If the dues of any member shall not be paid within sixty days of the mailing of such notice of delinquency, such membership shall automatically terminate on the date by reason of such nonpayment, but the Board of Governors may provide for subsequent reinstatement.

## **Article X—Fiscal Affairs**

Section 1. (a) There shall be a Budget Committee which shall be composed of the President, the President-Elect, the Treasurer, the Immediate Past President and eight other members of The Association. Four of the members-at-large shall be elected each year by the Board of Governors to serve two-year terms. At least three of the members elected each year shall be members of the Board of Governors at the time of their election.

(b) The Committee shall each year elect a Chair who shall not be an Officer of The Association.

Section 2. (a) The Budget Committee shall have oversight on all budget matters. For the budget year commencing August 1, 2000 and all subsequent years, the budget shall be determined in accordance with the Strategic Plan as adopted by the Board of Governors. At least 45 days before the Annual Convention, the CEO shall submit to the Budget Committee a proposed budget for the coming fiscal year consistent with the approved Strategic Plan. The Committee shall prepare the proposed budget based upon the proposed recommendations submitted by the CEO and directions and recommendations of the Board of Governors and other interested parties and shall submit such proposed budget to the Board of Governors at least ten days before the Annual Convention. The proposed budget to the Board of Governors shall reflect all preliminary requests for funds and estimates of income in addition to the Committee’s final recommended proposed budget figures.

(b) The Board of Governors shall, at its meeting at the Annual Convention, approve a final budget for the coming fiscal year by majority vote, and the approved budget shall be made available for examination by any Regular Member of The Association.

(c) No commitment or expenditure of any funds of The Association shall be made by any person unless provided for in the current fiscal year's budget, except (i) in emergencies as declared by the Board of Governors under the provisions of Section 2(d) of this Article or (ii) in the discretion of the Board of Governors, by a vote of a majority of the Board of Governors present and voting. The discretionary expenditures authorized by subsection (ii) shall be for the good and welfare of The Association and shall not exceed \$50,000 during any fiscal year.

(d) The Board of Governors may declare an emergency for the expenditure of additional non-budget funds only if the proposal to declare an emergency is submitted in writing to all members of the Board of Governors at least ten days prior to commencement of the meeting at which said matter is to be considered, giving the full particulars of the need for such expenditure. Thereafter, the Budget Committee shall submit at the commencement of the meeting in writing a report and recommendation concerning such expenditure. In the event there shall be a meeting of the Executive Committee prior to the meeting of the Board of Governors and after notification of the intention to declare an emergency, the Executive Committee shall report to the Board of Governors its recommendations with regard to such proposal. The report of the Budget Committee and the report of the Executive Committee shall be presented as the first item of business at the meeting of the Board of Governors, and the vote on the proposed emergency shall not be taken until three hours after the receipt of such reports or at the conclusion of the meeting if such meeting concludes in less than three hours. The failure of either the Budget Committee or the Executive Committee to report shall not prohibit declaration of an emergency. The declaration of an emergency with notice to the Board of Governors shall be made only by a vote of two-thirds of the Board of Governors present. Only with the unanimous consent of the members present may the Board of Governors declare an emergency to exist without the required ten days prior written notice. Provided, however, that if the President shall determine that the emergency is of such a nature

that it cannot await a meeting of the Board of Governors, then in that event, the President may call an emergency meeting of the Executive Committee at which meeting the Executive Committee may, upon the affirmative votes of ten of its members, authorize the expenditure of non-budget funds notwithstanding the above requirements and without the approval of the Board of Governors.

(e) The Budget Committee shall, immediately preceding each regular meeting of the Board of Governors, receive a report of the CEO, Staff, and the Treasurer, concerning the fiscal affairs of The Association and through its Chair report to the Board of Governors on any expected or anticipated potential deviation from the approved budget of The Association and shall make recommendations to the Board of Governors for modification of the budget, which modification of the budget may be accomplished by a two-thirds vote of the Board of Governors, provided however, that no modification of the budget may be approved by the Board of Governors increasing total budgeted expenditures of The Association without compliance with the provisions of subsections (c) and (d) of the Section.

(f) The Budget Committee shall, from time to time, review the operations of the staff of The Association to determine that proper allocation of income and expenses is being made by the staff in accordance with the budget adopted by The Association and shall immediately report to the Board of Governors, the Officers and the CEO should any improper allocation of income or expenses be discovered.

(g) For the purpose of administration, The Association shall recognize a fiscal year beginning August 1 and ending July 31.

## **Article XI—Committees**

Section 1. The Board of Governors may from time to time establish committees, abolish committees, and determine the jurisdiction of committees, subject to the provisions of this Article.

Section 2. There shall be such committees as the President in the President's discretion may establish, or as the Board of Governors may direct the President to establish.

Section 3. The President shall appoint members to serve on such committees for terms not extending beyond the duration of the President's term unless otherwise directed by the Board of Governors. The President shall appoint a member of NATLE, after consultation with NATLE, to committees to which the President has appointed powers.

Section 4. In the event of a vacancy on any committee, the members of which are elected by the Board of Governors, the President may fill such vacancy until the next regularly scheduled meeting of the Board with any eligible member as provided for in these Bylaws.

Section 5. The Board of Governors may from time to time establish Standing Committees by resolution. Such resolution shall establish the jurisdiction of such Standing Committees, the manner in which the Chair and the members of the Standing Committee shall be selected, the length of terms of the Chair and members of the committee, any limitation on the number of terms the Chair or the members may serve, and such other specific requirements for committee functioning as the Board may specify. Such Standing Committees shall continue to exist until abolished by the Board of Governors. The President may remove any member of any Standing Committee for good cause stated in writing. Vacancies on the Standing Committee shall be filled in the same manner as the appointment was made to fill the remainder of the vacant term.

## **Article XII—Sections and Litigation Groups**

Section 1. The sections of The Association are: the Admiralty Law Section, the Aviation Law Section, the Business Torts Section, the Civil Rights Section, the Class Action Section, the Employment Rights Section, the Environmental and Toxic Torts Section, the Federal Tort Liability and Military Advocacy Section, the Insurance Law Section, the International Practice Section, the Motor Vehicle Section, the New Lawyers Division, the Pharmaceutical and Medical Device Section, the Premises Liability Section, the Product Liability Section, the Professional Negligence Section, the Railroad Law Section, the Social Security Disability Law Section, the Sole Practitioner & Small Firm Section, the Technology and Science Section, and the Workers' Compensation and Workplace

Injury Section. The establishment of new sections, the abolition of sections and amalgamation of sections shall be by action of the Board of Governors with the approval of the membership at the Annual Convention.

Section 2. Each section shall promulgate bylaws. All section bylaws shall be consistent with these Bylaws, shall be approved by the Board of Governors, and may be amended by the Board of Governors.

Section 3. Each section shall elect a Chair, a Vice Chair, a Secretary, and such other officers as its Bylaws require. The officers shall constitute the Executive Council of the section and shall be empowered to act for the section between Annual Conventions.

Section 4. No section shall express the official view of The Association without receiving prior approval from the Board of Governors.

Section 5. Each section shall hold a meeting at the Annual Convention for the purpose of electing officers and transacting such other business as may come before it.

Section 6. The Board of Governors may adopt rules and procedures regulating sections, including the authorizing of special meetings of a section. Until the Board of Governors so adopts rules and procedures, special meetings of a section shall be called only upon authorization of the Board of Governors.

Section 7. The Board of Governors may establish dues for section membership, and provide for benefits to be provided to Section Members. The fiscal affairs of a section shall be governed by Article X.

Section 8. The New Lawyers Division, at its election meeting at the Annual Convention, shall elect four (4) individuals from among the members of the Division to serve staggered two-year terms as voting members of AAJ's Board of Governors. Each individual elected to serve as a member of the Board shall serve a two-year term. The term of office shall commence at the Annual Convention meeting of the new Board. No member of the New Lawyers Division shall serve on AAJ's Board of Governors under this section for more than two (2) consecutive terms.

Section 9. A Section Leaders Council is hereby

established and composed of the Immediate Past Chair of the Council and four individuals from each Section: the Immediate Past Chair, Chair, Chair-Elect, and Vice Chair, unless the Section Officers designated another Section member. If a Section has more than one Vice Chair, the Section Officers shall designate which member shall serve on the Section Leaders Council. The AAJ Board of Governors shall determine the responsibilities and functions of the Section Leaders Council. The Section Leaders Council may meet as necessary but must hold a meeting at the AAJ Annual Convention for the purposes of electing a Chair, First Vice Chair of Membership Engagement, Second Vice Chair of Membership and Diversity, and two (2) individuals from among the members of the Section Leaders Council to serve staggered two-year terms as voting members of AAJ's Board of Governors. The election of the Chair and Vice Chairs of the Section Leaders Council shall be for a term of one year. No member may hold the same office of Chair, First Vice Chair of Membership Engagement, or Second Vice Chair of Membership and Diversity in the Section Leaders Council for more than one consecutive one-year term. Each individual elected to serve as a member of the Board shall serve a two-year term. The term of office shall commence at the Annual Convention meeting of the new Board. No member of the Section Leaders Council shall serve on AAJ's Board of Governors under this section for more than two (2) consecutive terms. All members of the Council who participate at the Annual Convention may vote and be eligible to be elected to Council offices. In the event that a member of the Council shall be unable to attend a meeting of the Council, that member may designate a proxy from the member's Section to attend the meeting in the member's absence, provided that the member has designated such a proxy in writing to the Chair of the Council no later than the commencement of the meeting of the Council.

Section 10. The AAJ Board of Governors shall establish AAJ Litigation Groups, and promulgate policies and procedures which shall govern the responsibilities and functions of such litigation groups. A Litigation Group Leaders Council is hereby established composed of the Chairs and Co-Chairs of each AAJ Litigation Group. The AAJ Board of Governors shall determine the responsibilities and functions of the Litigation Group Leaders Council. The Litigation Group

Leaders Council may meet from time to time, but in any event shall hold a meeting at the AAJ Annual Convention for the purposes of electing a Chair, First Vice Chair of Membership Engagement, Second Vice Chair of Membership and Diversity, and two (2) individuals from among the members of the Council to serve staggered two-year terms as voting members of AAJ's Board of Governors. The election of the Chair and Vice Chairs of the LGLC shall be for a term of one year. No member, or any member associated with the member's firm at the time of the election, may be re-elected to the same office in the LGLC for more than two consecutive one-year terms. Each individual elected to serve as a member of the Board shall serve a two-year term. The term of office shall commence at the Annual Convention meeting of the new Board. No member of the Litigation Group Leaders Council shall serve on AAJ's Board of Governors under this section for more than two (2) consecutive terms.

### **Article XIII—Affiliates**

Section 1. Any state or local trial lawyers association may become an affiliate of The Association upon approval by the Board of Governors, provided that its purposes are consistent with the purposes of The Association, and provided the state or local trial lawyers association does not sponsor a federal political action committee. The Board of Governors shall be entitled to review the programs, activities, and policies of each affiliate and may, after appropriate notice to the affiliate, rescind the affiliate status.

Section 2. The Board of Governors shall designate one affiliate in each state which shall be empowered to nominate persons to serve as members of the Board of Governors or as State Delegates.

### **Article XIV—Home Office**

The Home Office shall be located in the Washington, D.C. vicinity.

### **Article XV—Amendments**

Section 1. These Bylaws may be amended at business meeting by a two-thirds vote of members eligible as provided for in these Bylaws, and who are present and voting.

Section 2. An amendment must be proposed in writing to the members of the Board of Governors prior to the meeting at which the

amendment will be considered. Proposed amendments in written form shall be circulated by the CEO by deposit in the United States mail to the entire membership not less than fifteen days prior to the business meeting at which the amendment will be considered and the notice shall specify the date and time of such business meeting.

### **Article XVI—Auxiliary**

Section 1. A national Auxiliary of The Association may be established. The membership of The Auxiliary shall be composed of the spouses of members and spouses of deceased Association members, provided such persons subscribe in writing to the goals and objectives of The Association.

Section 2. The Auxiliary shall be subject to the same rules and regulations established for sections of The Association.

### **Article XVII—Paralegals’/Legal Assistants’ Affiliated Unit**

Section 1. An affiliated unit composed of Paralegals/Legal Assistants who are sponsored by a Regular, Sustaining, Life, or President’s Club Member of AAJ in good standing shall be established within the Association.

Section 2. The Paralegal/Legal Assistant unit members would not be eligible to be members of AAJ in any classification but would only be members of the affiliated unit.

Section 3. The Board of Governors shall set an annual fee and confer any rights, benefits and privileges of affiliation under this Bylaw, as well as approve additional requirements for membership in this unit.

Section 4. An AAJ paralegal affiliate is an individual who is qualified through education, training, and/or experience to perform substantive legal work under the direction of an attorney, and who, for the most part, based on caseload and time, works on behalf of the plaintiff in civil litigation or works on behalf of the defendant in criminal litigation. The legal work performed must be in accordance with AAJ’s mission and attested to by an AAJ Regular, Sustaining, Life, or President’s Club Member by means of sponsorship.

Section 5. Paralegal Affiliates are required, on an annual basis, to recertify by signature that they are

qualified to be AAJ Paralegal Affiliates in accordance with Article XVII, Section 4 and to have a sponsoring attorney sign their renewal notice indicating that the paralegal continues to work in accordance with Article XVII, Section 4.

### **Article XVIII—Minority Caucus**

Section 1. A Minority Caucus is hereby established composed of one (1) representative from each jurisdiction as defined hereinabove in these Bylaws and other voting members of AAJ who shall also be members of a “minority” as defined hereinafter in these Bylaws. No later than the commencement of the Annual Convention, each jurisdiction shall elect one person who shall be a member of a minority from among the members of The Association within the jurisdiction to serve as a representative from said jurisdiction to the Minority Caucus and shall be known as a Minority Caucus Delegate.

Section 2. The AAJ Board of Governors shall establish election procedures for the election of Minority Caucus Delegates. These election procedures shall apply a uniform, appropriate process within each jurisdiction so that the jurisdiction shall elect Minority Caucus Delegates from that jurisdiction insofar as practical by vote of members of The Association within the jurisdiction. Notwithstanding the provision of Section 1, in the event that a jurisdiction fails to elect a delegate as set forth in Section 1 before the commencement of the Annual Convention, the Minority Caucus shall have the power to elect a delegate from that jurisdiction to serve as the jurisdiction delegate by a majority vote of the Minority Caucus. The delegate elected by the Minority Caucus is required to be a member of both their jurisdiction’s state affiliate and AAJ.

Section 3. When used under this Article and the applicable AAJ Election Rules, the term “minority” shall be defined as any individual who is a member of a traditionally underrepresented racial or ethnic group within AAJ, including but not limited to Native Hawaiian, Alaskan Native, American Indian or Native American, Arab American, Asian American, Black or African American, Pacific Islander, Hispanic or Latino.

Section 4. A Minority Caucus Delegate term shall commence at the AAJ Annual Convention and expire at the end of the next AAJ Annual Convention.

Section 5. The Minority Caucus shall meet at the AAJ Convention. At this meeting, the Minority

Caucus shall elect a Chair and Vice Chair who shall be empowered to appoint committees as necessary or as directed by the Minority Caucus and such other officers as required by its bylaws. The officers shall be empowered to act for the Minority Caucus between Annual Conventions. The Minority Caucus also shall elect four (4) individuals from among the Caucus Delegates to serve staggered two-year terms as voting members of AAJ's Board of Governors. Each individual elected to serve as a member of the Board shall serve a two-year term except that for transitional purposes in administrative year 2006-07, the Minority Caucus shall elect two individuals to serve two-year terms and two individuals to serve one-year terms and thereafter shall elect two individuals each year to serve two-year terms. The term of the office shall commence at the Annual Convention meeting of the new Board.

Section 6. The Minority Caucus shall be responsible for recommending and developing educational programs as well as other programs of special interest to minority members of the Association consistent with existing procedures governing Sections. The Minority Caucus shall recommend to AAJ's Board of Governors the development of programs which will stimulate minority membership in the Association and participation by minorities in the activities and leadership of the Association. Except as otherwise stated in this Article, the Minority Caucus shall be subject to the same rules and regulations as AAJ Sections.

## **Article XIX—Women Trial Lawyers Caucus**

Section 1. A Women Trial Lawyers Caucus is hereby established to be composed of all female lawyers who are members in good standing of AAJ.

Section 2. The Women Trial Lawyers Caucus shall meet from time to time, but in any event shall hold a meeting at the AAJ Annual Convention for the purposes of electing Officers, and shall also elect four (4) individuals from among the members of the Women Trial Lawyers Caucus to serve staggered two-year terms as voting members of AAJ's Board of Governors. Each individual elected to serve as a member of the Board shall serve a two-year term. The term of office shall commence at the Annual Convention meeting of the new Board. No member of the Women Trial Lawyers Caucus shall serve on AAJ's Board of Governors under this section for

more than two (2) consecutive terms.

Section 3. The Women Trial Lawyers Caucus shall be responsible for recommending and developing educational programs as well as other programs of special interest to female members of the Association consistent with existing procedures governing Sections. The Women Trial Lawyers Caucus shall recommend to AAJ's Board of Governors the development of programs which will stimulate female membership in the activities and leadership of the Association. Except as otherwise stated in this article, the Women Trial Lawyers Caucus shall be subject to the same rules and regulations as AAJ Sections.

## **Article XX—Organization Review Committee**

Section 1. (a) There shall be an Organization Review Committee which shall be composed of the President, President-Elect, Immediate Past President, Chair of the Budget Committee, and twelve (12) members elected by the Board of Governors. Each year, the Board of Governors shall elect four (4) of the members to serve 3-year terms. At least three (3) of the members elected each year shall be members of the Board of Governors or Past Presidents at the time of election.

(b) The Committee shall each year elect a Chair from among the elected members of the Committee.

Section 2. (a) The Committee in collaboration with the Executive Committee shall monitor, analyze and review the Strategic Plan of The Association and, as appropriate, make recommendations to the Board of Governors to revise the plan annually. The Committee shall also examine the structure, functions and processes of The Association and, as appropriate, recommend revisions to the Board of Governors.

(b) The Committee shall meet immediately prior to each regularly scheduled meeting of the Board of Governors and shall report to the Board of Governors at each meeting, as well as regularly report and make appropriate recommendations as needed to the President, Officers, or Board of Governors.

Section 3. The Committee shall establish procedures and guidelines in order to fulfill its functions, subject to the approval of the Board of Governors.

## **Article XXI—Chief Executive Officer**

There shall be a full-time Chief Executive Officer (CEO) whose term and conditions of initial employment shall be approved by the Board of Governors. The CEO shall also be a spokesperson for the Association as provided for under Article IV, Section 2 hereinabove.

The CEO shall manage and direct all activities of The Association subject to the policies of the Board of Governors and through oversight of the Executive Committee. The CEO may employ and may terminate the employment of staff necessary to carry out the work of the Association and fix their compensation within the approved budget. The CEO's authority under this Article shall include the authority to employ and terminate the employment of a Chief Operating Officer. The CEO shall define the duties of staff, including the duties of the Chief Operating Officer, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of The Association. The Board of Governors shall hire and may discharge the CEO, and shall establish a written process for an annual evaluation of the CEO by the Executive Committee based upon a recommendation from a subcommittee composed of the Immediate Past President, the President, the President-Elect, and the Chair of the Budget Committee and two members elected by the Board of Governors. Such subcommittee shall be referred to as the CEO Subcommittee.

## **Article XXII—Parliamentary Procedure Article**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Association in all applicable cases insofar as they are not inconsistent with these Bylaws or any special rules The Association may adopt.

Section 2. The Parliamentarian shall advise the presiding officer(s) on questions of parliamentary procedure in accordance with Robert's Rules of Order Newly Revised. The Parliamentarian shall perform other duties as directed by the President and shall advise the President, the Board of Governors, and The Association on questions pertaining to The Association's Charter and Bylaws.

## **Article XXIII—Republican Trial Lawyers Caucus**

Section 1. A Republican Trial Lawyers Caucus is

hereby established to be composed of all Republican lawyers who are members in good standing of AAJ.

Section 2. The Republican Trial Lawyers Caucus shall meet from time to time, but in any event shall hold a meeting at the AAJ Annual Convention for the purposes of electing Officers, and shall also elect two individuals from among the members of the Republican Trial Lawyers Caucus to serve staggered two-year terms as voting members of AAJ's Board of Governors. Each individual elected to serve as a member of the Board shall serve a two-year term. The term of office shall commence at the Annual Convention meeting of the new Board.

Section 3. The Republican Trial Lawyers Caucus shall be responsible for recommending and developing programs of special interest to Republican members of the Association consistent with existing procedures governing Sections. The Republican Trial Lawyers Caucus shall recommend to AAJ's Board of Governors the development of programs which will stimulate Republican membership in the activities and leadership of the Association. Except as otherwise stated in this article, the Republican Trial Lawyers Caucus shall be subject to the same rules and regulations as AAJ Sections.

## **Article XXIV—Lesbian, Gay, Bisexual, and Transgender Caucus**

Section 1. A Lesbian, Gay, Bisexual, and Transgender (LGBT) Caucus is hereby established to be composed of members of AAJ in good standing, whether straight, gay, lesbian, bisexual, or transgender who shall support, promote, and endorse the purpose of the Caucus as set forth in the Caucus bylaws.

Section 2. The LGBT Caucus shall meet from time to time, but in any event shall hold a meeting at the AAJ Annual Convention for the purpose of electing Officers, and shall also select one individual from among the members of the LGBT Caucus to serve a one-year term as a voting member of AAJ's Board of Governors. The term of office shall commence at the Annual Convention meeting of the new Board.

Section 3. The LGBT Caucus shall be responsible for recommending and developing education and networking programs as well as other programs of special interest to LGBT members of the Association consistent with existing procedures governing Sections. The LGBT Caucus shall be responsible for promoting diversity within the Association. The LGBT Caucus shall recommend to AAJ's Board of Governors the development of programs that will



stimulate lesbian, gay, bisexual, and transgender membership in the activities and leadership of the Association. Except as otherwise stated in this article, the LGBT Caucus shall be subject to the same rules and regulations as AAJ Sections.