

American Board of Trial Advocates



Constitution and Bylaws of the American Board of Trial Advocates

Preamble

Whereas, we believe that our traditional jury system, both civil and criminal, is the one system of jurisprudence which guarantees necessary safeguards for the protection of the rights of person and property, and that this system should be preserved in its essence; and

Whereas, in the year 1958 when this organization was founded our society was and continues to be confronted with a problem of increasing congestion of available trial courts, and with generalized dissatisfaction with the court processes; and

Whereas, certain persons whom we deem misguided have espoused radical formulae intended to relieve this problem which include drastic changes in the trial court system in general, and in the process of jury trials in particular; and

Whereas, we believe it is self-evident that our court system is confronted with the same problems in organization and in efficient management as are faced by all phases of our modern society, and as the operation of our courts is becoming more complex due to population trends and new areas of litigation requiring an enlargement of the bench and improvement in the management of trials; and

Whereas, we further believe that these problems can and should be solved with little or no change in the basic principles of litigation traditional in our system of jurisprudence, inherited from our forefathers; and that the profession can assist in the solution of these problems by aiding attorneys engaged in trial practice in attaining a higher degree of knowledge and skill in the art of advocacy and by inculcating in trial attorneys the highest precepts of integrity and ethical standards; and

Whereas, we further believe that there is a pressing need for an organization within the legal profession which will undertake to discover, encourage and recognize attorneys who can supply society's needs for advocates combining skill and integrity, and which organization will further undertake to educate the laity as to the benefits inuring to society from such attorneys who affirmatively support and steadfastly stand by our jury system;

NOW, THEREFORE, we reciprocally and morally bind ourselves to expend the reasonably necessary time, effort and funds to form and maintain an association, not operated for profit, composed of practicing lawyers whose paramount practice is contested litigation in which the right to jury trial is insured by constitutional provision.

Restated 1996

Constitution

ARTICLE I. The name of this organization shall be:
AMERICAN BOARD OF TRIAL ADVOCATES

ARTICLE II. GENERAL AND SPECIFIC PURPOSES

Section 1. General Purposes

The general purposes of this Association shall be to foster improvement in the ethical and technical standards of practice in the field of advocacy to the end that individual litigants may receive more effective representation and the general public be benefited by more efficient administration of justice consistent with time-tested and traditional principles of litigation.

Section 2. Specific Purposes

The specific purposes of this Association are:

- (1)** To preserve and promote the right to trial by jury in civil cases, protect the independence of the judiciary, and uphold the rule of law;
- (2)** To elevate the standards of integrity, honor and courtesy in the legal profession;
- (3)** To aid in further education and training of trial lawyers; to support the education of others on our American civil justice system; to work for the preservation of our jury system; to improve methods of procedure of our present trial court system; to serve as an informational center; to discuss and study matters of interest to trial lawyers; to advance the skill of its members as trial attorneys; to honor the members of the Association who have the requisite qualifications; to provide a forum for the expression of interests common to trial lawyers and to act as an agency through which trial lawyers in general, and members of the Association in particular, shall have a voice with which to speak concerning matters of common and general interest;
- (4)** To establish relations and cooperate with other legal organizations and associations for the purposes of promoting the efficient administration of justice and constant improvement of the law;
- (5)** To cultivate a spirit of loyalty, fellowship, and professionalism among our members; to advance the interests of the members of the Association professionally and to enable trial lawyers as a group to have an active association of standing in the community and nation through which they may learn and be heard.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Any trial lawyer who is of high personal character and honorable reputation, and who is a member of the Bar of the State, province, district, territory or country in which he or she practices, and who has met the qualifications as prescribed in Article III, Section 2, may become a member of the American Board of Trial Advocates upon nomination, election, and payment of initiation fees and dues.

Section 2. Classes of Membership

There shall be ten classes of membership, admission to which shall be dependent upon the qualifications hereinafter set forth.

(1) Member — Shall have completed (7) civil jury trials to jury verdict or hung jury as lead counsel and acquired 100 points under the trial equivalency provisions as defined by Bylaw IV Section 1 (The 100 points shall include all points earned from the seven (7) civil trials to jury verdict or hung jury as lead counsel). No more than 30 of the 100 points for the Member class may be from felony jury trials. The applicant shall further possess the other and additional professional and ethical attributes and accomplishments as becomes one committed to the preservation of the Seventh Amendment. Each such person shall be admitted to the rank of “Member” and shall have all the rights of any other class of membership

(2) Associate – Shall have at least five (5) years of active experience as a trial lawyer and as a member of the Bar of the state, province, district or territory in which he or she practices, and shall have tried a minimum of twenty (20) civil jury trials to a jury verdict or hung jury as lead counsel or, in the alternative, shall have tried a minimum of ten (10) civil jury trials to a jury verdict or hung jury as lead counsel and twenty (20) felony criminal trials to a jury verdict or hung jury or, as a second alternative, shall have tried ten (10) civil jury trials to a jury verdict as lead counsel and have acquired 200 points under the trial experience equivalency provisions as defined by Bylaw IV, Section 1.

(3) Advocate— Shall have at least eight (8) years of active experience as a trial lawyer and as a member of the Bar of the state, province, district or territory in which he or she practices, and shall have tried a minimum of fifty (50) civil jury trials to a jury verdict or hung jury as lead counsel or, in the alternative, shall have tried twenty-five (25) civil jury trials to a jury verdict or hung jury as lead counsel and shall have acquired 500 points as defined by Bylaw IV, Section 1.

(4) Diplomat — Shall have at least twelve (12) years of active experience as a trial lawyer and as a member of the Bar of the state, province, district or territory in which he or she practices, shall have held the rank of Advocate for a minimum of three (3) years and shall have tried a minimum of one hundred (100) civil jury trials to a jury verdict or hung jury as lead counsel or, in the alternative, shall have tried fifty (50) civil jury trials to a jury verdict or hung jury as lead counsel and shall have acquired 1,000 points as defined by Bylaw IV, Section 1.

(5) Honorary Diplomat – Shall be a member or former member of the Bar in good standing, or other person of national or international prominence, who has been nominated by unanimous vote of the chapter executive committee and then approved by unanimous vote of those voting in any sponsoring chapter, who has thereafter been unanimously recommended for approval by the National Membership Committee, and then approved by the unanimous vote of the National Executive Committee. The National Executive Committee shall then submit the candidate for admission to the National Board of Directors, who shall approve the nominee only by a unanimous vote of approval. A member or former member of this organization shall not be eligible to admission as an Honorary Diplomat. A nominee for the rank of Honorary Diplomat must have, over a period of time, made continuing and significant contributions to the cause of justice and to the right to jury trials in civil cases. An Honorary Diplomat shall have no voting privilege, nor shall he or she be required to pay an initiation fee, dues or assessments.

(6) Judge — Any person who by reason of his or her standing in the community and his or her contribution to the advancement of the cause of justice under the jury system, and who is a member or a former member of a State Bar Association and prior to becoming a judge has acquired the minimum qualifications required of a Member, and is serving as a full time or part time judicial officer but not engaged in the active practice of law shall be eligible for admission to membership, provided he or she has received an affirmative vote in accordance with Article III, Section 3, Subsection 3. The active practice of law shall include, among other things, acting as a mediator or arbitrator for any type of compensation or remuneration but shall not include pro bono legal service. A judicial officer who retires from his or her judicial duties and is not engaged in the practice of law may apply for retired member status. A Judge member who retires from his or her judicial duties but engages in the practice of law shall transfer to another membership category for which they qualify and pay the appropriate associated dues.

An applicant under this class of membership shall be required to pay an initiation fee equivalent to that of an associate member and shall be subject to the payment of dues and assessments.

(7) Emeritus Member – To express appreciation for and in recognition of distinguished service to ABOTA upon application by the local chapter, an Associate, Advocate, or Diplomat who has been a member of ABOTA in continuous good standing for 10 years immediately preceding the submission of the application to the National Office of ABOTA, and has ceased to engage in the active practice of law by reason of age, illness, injury, infirmity or other reason satisfactory to the local chapter and the National Board, and who has been a Fellow of the Foundation of ABOTA for at least 5 years immediately preceding the date of the application, shall be eligible for designation as an Emeritus member by the National Board. Service to ABOTA with distinction shall include acting as an officer of the local Chapter, or serving on the Executive Committee of a Chapter, or a state or regional ABOTA organization, or National ABOTA, or otherwise making significant and substantial contributions to ABOTA. The active practice of law, as defined in this section, shall include, among other things, acting as a mediator or arbitrator for any type of compensation or remuneration, but shall not include pro bono legal service. If an Emeritus member resumes the active practice of law, the member may retain Emeritus status, but must pay dues during any year in which he or she engages in the active practice of law. Designation as an Emeritus member shall be at the complete discretion of the National Board present and voting at a Board meeting. Emeritus status

shall continue all rights and duties previously held by the member, but he or she shall be relieved of the obligation to pay dues to ABOTA National and any state or regional organization. Extant Emeritus members as of April 2019, shall retain that rank.

(8) International Member — This is an honorary category of membership, by invitation of a member of the National Executive Committee only. A person in this category shall be a member or former member of the Bar in good standing, or a member or former member of the Judiciary in good standing of a country other than United States of America in which he or she resides who believes in the general principles of this organization and in the preservation and promulgation of the right to jury trial in contested litigation. Such membership shall require a seventy-five percent (75%) vote of the National Executive Committee and a majority vote of the National Board present and voting at a National Board meeting. An International Member shall have no voting privilege nor shall he or she be required to pay any initiation fee, dues or assessments except as stated by Bylaw V, Section 2.

(9) Senior Member — An Associate, Advocate or Diplomat who has been a member in good standing for 10 years and has reached the age of 75, or who has ceased to engage in the active practice of law due to illness, injury or, infirmity at an earlier age may submit an application to his or her local chapter for Senior Status. Upon recommendation of the local chapter and approval by the National Board, Senior Status will be granted to such member and such member will thereafter be obliged to pay 50% of the ABOTA National annual dues. However, said member shall be subject to any amount assessed by a state or regional organization of ABOTA.

(10) Retired Member – A member who (a) has been a member in good standing for 10 years or (b) who has been on Temporary Inactive status due to a disability for three years, and – whether in either category – who has ceased to and will no longer engage in the active practice of law, as defined by subsection (7) above, may submit an application the National Board for Retired Member Status, as outlined in Bylaw V Section (11). A member who applies for retired status prior to April 1 and who has fully paid his or her dues for the previous year will be considered eligible to so apply and shall not be subject to suspension for non-payment of the current year’s dues, but in the event the application is not approved the member shall be obligated to pay the current year’s dues within 45 days of being advised of the non-approval. A Retired Member may utilize ABOTA badging if the word “Retired” is included in such badging. A Retired Member will be considered an honored former member of the organization and will be entitled to all rights and privileges of a member but will not be eligible to vote on any matters and will not be required to pay dues.

Section 3. Election to Chapter Membership

A nominee, to be admitted to membership in a chapter, must receive, in the following order:

- (1)** An affirmative vote of seventy-five percent (75%) of the Executive Board of the local chapter;
- (2)** An affirmative vote of seventy-five percent (75%) of the local chapter present and voting on the nominee at an official meeting of, or in a mailing to, the chapter’s general membership;
- (3)** An affirmative vote of seventy-five percent (75%) of the National Board present and voting at a National Board meeting.

For purposes of this Section, an abstention is not a vote on the nominee. Only a “yes” or “no” vote shall be counted for each nominee.

Section 4. Conduct of the Membership

ABOTA does not discriminate on the basis of race, creed, color, national origin, gender, religion, or sexual orientation, and ABOTA prohibits harassment of any kind by a member of the Association toward an ABOTA employee, volunteer, or other member. Members are expected to strictly adhere to these policies.

Section 5. Termination of Membership, Suspension of Membership, or other Discipline

(1) Membership shall be terminated by resignation when the member files a letter of resignation with the Executive Director of the Association. The resigning member should send a copy to the president of the local chapter.

(2) The following are grounds upon which a member may be terminated, suspended or otherwise disciplined by the National Board as specified in the National Bylaws.

- a. When a member of this Association is convicted of a felony involving dishonesty or moral turpitude, or a misdemeanor involving theft, embezzlement or misappropriation of funds;
- b. When a member of this Association has been disbarred, or suspended for more than thirty (30) days by the highest court or the highest disciplinary body of a state in which he/she is licensed, or resigns in the face of disciplinary proceedings;
- c. When a member of this Association is found to have harassed or discriminated against an ABOTA employee, volunteer, or other member of ABOTA.
- d. When other good cause exists of such a serious nature as to call into question the member's character and/or fitness.
- e. Nothing herein shall be construed to prohibit a chapter from taking any disciplinary action short of suspension or termination of membership pursuant to the chapter's bylaws.

(3) Membership may be terminated by expulsion, or a member may be suspended by a three-fourths (3/4) vote of the National Board, present and voting in person or remotely.

(4) Membership shall be automatically terminated upon failure of a member to pay his or her dues or assessments within ten (10) months of the due date thereof, as provided for more fully in the Bylaws. Such termination shall not require an expulsion vote by the National Board or the member's local chapter.

(5) Discipline other than expulsion may include a letter of censure signed by the President of the Association or a suspension of up to one year or both.

ARTICLE IV. NATIONAL BOARD OF DIRECTORS AND OFFICERS

Section 1. National Board of Directors

This Association shall have a National Board of Directors comprised of the President, President-elect and Vice President of the Association, and an additional membership of not less than one member from each chapter plus such additional elected members which each chapter is entitled to in accordance with its numerical strength and governed by the limitations imposed by Section 5 hereunder. In addition, each President or Chair of a state or regional ABOTA recognized group which is made up of multiple ABOTA chapters shall automatically be a National Board Member for the term(s) of that President or Chairperson. In addition, the President shall have the right to appoint a reasonable number of members to the National Board who shall have the same voting rights and duties as the elected members. In the year immediately preceding the President's term, the President-Elect shall submit the proposed appointed members of the National Board of Directors to be approved by the Executive Committee. In addition, should the President wish to select appointed members to the National Board during the President's term, the President shall submit any such proposed appointed member for approval by the Executive Committee. The term of office of those members appointed by the President shall be the same as the President's one-year term. When the President appoints a member during the President's term of office, the appointed member's term of office will expire at the end of the President's one-year term. In addition, each past National President shall be a

permanent ex-officio member of the National Board with the same rights and duties as elected members of the same.

Section 2. Election of Officers and Terms of Office

This Association shall have a President, a President-elect and a Vice President, and such other officers as shall be provided in the bylaws. The Vice President shall be elected by the general membership of the Association and shall advance in successive years to the office of President-elect, and then President. The Nominating Committee, composed of the past National Presidents, the current President, the President-elect, and the Vice President, shall meet each summer and select the nominees to stand for election for the office of Vice President for the following year. All additional officers shall be elected by the National Board from the membership of the National Board. The terms of office for President, President-elect, Vice President, and such other officers as provided in the bylaws shall be from January 1 through December 31 of the calendar year.

Section 3. Powers and Duties

It shall be the duty of the President, or in his or her absence the President-elect, or in the absence of both, the Vice President, to preside at all meetings of the Association, and of the National Board, and to see that the Bylaws and such rules and regulations as may be adopted by the National Board are enforced; to appoint heads and members of all committees; and to call the meetings of the National Board.

Said National Board, subject to limitations of this Constitution, of the Bylaws, and of the general laws of the jurisdiction within which it is acting, shall have the powers and duties necessary or appropriate for the administration of the business and affairs of the Association. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the National Board shall have the following powers, to wit: To make rules and regulations for the government of the members and officers, and for the management of the affairs of the Association; to incur indebtedness when necessary for legitimate functions of the Association as provided in the Bylaws; to levy and collect assessments upon all members for the purpose of paying expenses, conducting business, paying debts or carrying out the purposes of the Association; to establish procedures for the selection, nomination and election of new members; to make, alter and use a seal in such form as provided in the Bylaws; and to call a general meeting of the membership of the Association at least once a year and at other times for any valid and legitimate purpose.

Section 4. Qualifications

Members of the National Board must be members in good standing.

The President, President-elect and Vice President shall have served at least three (3) years as a member of the National Board at the time of installation in office.

Section 5. Election of National Board of Directors and Terms of Office

Each chapter shall nominate and elect its representative for membership on the National Board. The names of the members so elected shall be furnished to the National Executive Director sixty (60) days in advance of the Annual Meeting of the Association. Members of the National Board other than President, President-elect or Vice President shall be elected to three (3) year terms on a staggered basis, one-third of the members to be elected annually.

Each position on the National Board, other than President and Vice President, shall be numbered in consecutive order and shall, thereafter, be designated as an "office" when any vacancy is to be filled on the National Board.

No chapter shall be permitted to have more than one numbered office occupied by one of its members at any one time, unless said chapter shall have a current dues-paying membership of at least fifty-one (51) members, in which event it shall be permitted to have members occupy a maximum of two offices, unless said chapter shall have a current dues-paying membership of at least one hundred one (101) members, in which event it shall be permitted to have members occupy a maximum of three offices, and so on, in like increments of fifty (50) or more. The National Board is authorized, from time to time, to raise the size of this increment by appropriate amendments to the Bylaws, but shall not reduce it. The National Board shall so regulate its nominating procedures so as to guarantee the effectiveness of the aforementioned limitations on the National Board membership.

The provisions of this Section dealing with the length of term of office shall not be applicable to any member of the National Board presently serving a term of office. Each such member shall complete the term of office on the same basis upon which he or she was previously elected.

Section 6. Vacancies

(1) Vacancies in said National Board, with the exception of members of the Executive Committee, shall be filled by the chapter with which the committee member was affiliated at the time of his or her election. Said newly-elected member shall serve the unexpired term of the office. The name of the member so elected shall be immediately furnished to the National Executive Director.

(2) A vacancy in the office of the President, President-Elect or Vice President, shall be filled as follows:

- a. A vacancy in the office of the President which occurs on or after July 1 of the term of office shall be filled by the President-Elect who shall complete the unexpired term of the President and who shall also serve his or her anticipated full term as President.
- b. A vacancy in the office of the President which occurs on or before June 30 of the term of office shall be filled by the immediate past President to and including June 30 of the term of office; thereafter the President-Elect shall serve the remainder of the year and shall also serve his or her anticipated full term as President.
- c. Notwithstanding (a) and (b) above, an unexpired term created by a vacancy in the office of President may otherwise be filled by the immediate past President and the President-Elect by agreement between them, confirmed by a majority vote of the Executive Committee as constituted at the time of the agreement, and approved by a majority vote of the National Board, present and voting, convened either electronically or in person within thirty (30) days after notification per Bylaw XI.
- d. In the event neither the immediate past President nor the President-Elect is able or agrees to fill a current or impending vacancy in the office of the President, the Executive Committee as constituted at the time the vacancy in the office of President or the death, resignation or removal of the President-Elect occurs or becomes known, whichever first transpires shall, by majority vote within 14 calendar days, select an ABOTA member, from among the Past Presidents, or if none is available and able to serve, from the present members of the ABOTA Board of Directors who have previously served on the Executive Committee, to serve as President for the unexpired term. Such selection is subject to approval by a majority vote of the National Board, present and voting, convened either electronically or in person within thirty (30) days after notification per Bylaw XI.
- e. In the event the President-Elect is elevated to the office of President, the Vice President shall become the President-Elect. A vacancy in the office of the Vice President which

occurs before July 1 of that person's term as Vice President shall be filled by a special election called of the General Membership from a slate of three nominees chosen at a special meeting of the nominating committee convened electronically or in person for that purpose. A vacancy which occurs July 1 or later shall be filled by the Vice President elected in the normal course that year who shall take office immediately upon election and serve the balance of the year as well as his or her full elected year as Vice President.

- f. In the event of a vacancy in the office of immediate past President, the sitting National President, with the approval of the sitting Executive Committee, shall appoint a past National President to fill the vacancy to serve out the remaining term of the vacating immediate past President subject to prompt notice to the National Board and confirmation by the National Board at the next meeting. Should an immediate past President who filled the vacated office of President subsequently vacate that office pursuant to the terms of the foregoing paragraphs, he or she shall return to the office of immediate past President and finish his or her term in that office.

Section 7. Absences of Board of Directors Members and Officers

Any member of the National Board or any officer who is absent from three (3) consecutive meetings, unless he or she shall present satisfactory excuses, shall be deemed to have resigned his or her office and shall cease to be a member of the National Board or to be an officer. He or she may, however, be reinstated by a majority vote of the National Board.

ARTICLE V. BYLAWS

Bylaws may be adopted or amended by the National Board.

ARTICLE VI. VOTING RIGHTS

Section 1. All members of this Association shall be entitled to vote on all matters submitted to a vote.

Section 2. Voting on the national level concerning the election of officers and of an Honorary Diplomate shall be by secret written ballot, secret vote by electronic mail, or such other secret voting method as the voting body chooses, absent unanimous consent.

Section 3. All references in this Constitution to required percentage of votes shall be computed on the basis of those members voting.

ARTICLE VII. CHAPTERS

Section 1. Subject to exceptional circumstances approved by a majority of the National Board and subject to the approval of existing Chapters in the same geographical area, local chapters of this Association may be formed whenever a group of ten or more trial lawyers so petition, and the National Board shall issue an appropriate charter to such groups under such conditions as may be deemed proper by said National Board. The National Board shall have the right to suspend or revoke the charter for good cause. Good cause shall include, but not be limited to the following:

- a. Failure to timely file an annual accounting related to the depository and use of chapter funds.
- b. Failure to conduct an annual meeting.
- c. Failure to timely elect officers and to name a National Board representative of the chapter.
- d. Failure to timely report to the National Board the names of the elected officers and the National Board representative(s) of the chapter.
- e. Failure to timely submit to an audit under Section 2, if requested.
- f. Failure to adopt and adhere to Bylaws pursuant to Section 2 and failure to timely provide those adopted Bylaws to the National Board.

- g. Failure of a chapter to have a National Board representative to attend at least one National Board meeting during the year without excuse.

Section 2. Local chapters shall operate under Bylaws which are consistent with the National Constitution and National Bylaws. Local Chapters shall submit to an audit by the National Board of their chapter funds and of their adopted chapter Bylaws when requested by the Executive Committee of the National Board.

Section 3. Local chapters shall elect such officers as are necessary to efficiently carry out their purposes. Each local chapter shall have an Executive Board, which shall be composed of at least the President, Vice President and Secretary of the local chapter. Voting by a local chapter for approval of membership and to nominate an individual for Honorary Diplomat shall be by secret written ballot, secret electronic means, or such other secret method as members of the local chapter shall determine. All other votes by the local chapter shall be by the method designated by the chapter, unless otherwise required to be secret.

Section 4. In the event of a revocation or suspension of the charter of a local chapter, such revocation or suspension shall not have any effect upon an individual member's standing in this Association. Said members are under the circumstances of a charter suspension or revocation free to apply to an appropriate chapter for a transfer of membership and shall be given credit for the balance of the year for dues paid, or may themselves apply to form a new chapter in accordance with Section 1 of this Article.

Section 5. Chapter officers shall be elected for the same term of office as National officers. In no event shall a chapter President serve in the same office for more than two (2) consecutive years. National Board representatives are not included within this section.

Section 6. Any number of local chapters may petition to charter a multi-chapter organization for the purpose of facilitating the goals of this organization. Such a petition will be subject to a majority vote of the National Board. Any such organization may function under its own bylaws if such bylaws are not inconsistent with the National Constitution and Bylaws. Each such organization shall have an Executive Board which shall be composed of at least a President, Vice President and Secretary, elected from among the members of the participating local chapters. The National Board shall have the right to suspend or revoke the charter for good cause. Good cause shall include, but not be limited to the following:

- a. Failure to timely file an annual accounting related to the depository and use of multi-chapter organization funds.
- b. Failure to conduct an annual meeting.
- c. Failure to timely elect officers.
- d. Failure to timely report to the National Board the names of elected officers.
- e. Failure to timely submit to a request for an audit under Section 2.
- f. Failure to adopt and adhere to Bylaws pursuant to Section 6 and failure to timely provide those adopted Bylaws to the National Board.

Section 7. Chapters and multi-chapter organizations shall not take public positions inconsistent with the published resolutions of the National organization.

Section 8. Funds of chapters, or a multi-chapter organization, whose charter has been suspended or revoked shall be remitted to the National Board upon request. The National Board shall retain said funds thereafter for up to 180 days in trust for the chapter, or for the multi-chapter organization, until such time as a new chapter or multi-chapter organization is formed, in which case the funds will be remitted to the new chapter or multi-chapter organization. If no new chapter or multi-chapter organization is formed within 180 days, the funds will be retained by the National Board, at its discretion, except those funds remitted to any chapter on behalf of a member who chose to transfer to another chapter, in which case funds retained on behalf of any member who transfers will be remitted by the National Board to the members new chapter.

Section 9. Upon direction of the Executive Committee, the National President may declare a Chapter, otherwise subject to suspension or revocation for good cause under Section 1 herein, a "Chapter in Need of Assistance." Thereafter, the National President and his/her successor may perform, or authorize the Chair of the Chapter Relations Committee to perform, any function of the Chapter, which it is unable to perform

to enable that Chapter to resume its normal functions and comply with the ABOTA Constitution and Bylaws.

ARTICLE VIII. INITIATION FEES AND DUES

Initiation fees and dues shall be established by the National Board.

ARTICLE IX. AMENDMENTS

This Constitution may be amended by a three-quarters (3/4) vote of the members present and voting at any annual meeting or any special meeting called for the purpose, provided that written notice of the proposed amendments shall have been sent to members not less than ten (10) days in advance of such meeting; the National Board may order said vote to be taken by mail.

ARTICLE X. EFFECTIVE DATE

The effective date of this Constitution, as amended, shall be May 15, 2021.

NATIONAL BYLAWS OF THE AMERICAN BOARD OF TRIAL ADVOCATES

BYLAW I OFFICERS

Section 1. The officers shall be the President, President-elect, Vice President, Secretary and Treasurer. The Secretary and Treasurer shall be elected for the following year by a plurality vote of the members of the National Board of Directors ("National Board") present and voting at the fall meeting or other National Board Meeting as specifically directed by the Executive Committee and shall be members of the National Board at the time of nomination and election. No person elected to the office of Secretary or Treasurer shall serve more than two (2) consecutive terms. If the Secretary and Treasurer cannot fulfill his or her term of office, then the Executive Committee shall select a former National Secretary or Treasurer to serve until a new secretary or treasurer is elected at the next National Board Meeting.

Section 2. There shall be no campaigning by, for, or on behalf of any person, or in opposition to any person, for the office of Vice President. After a candidate accepts a nomination for the office of Vice President, and until the election is decided, there shall be a moratorium on any written communication to the membership by that candidate in any official role of ABOTA or the ABOTA Foundation. The candidate for the office of Vice President shall refrain from any appearances before the membership not scheduled prior to the nomination, which appearances may be construed as promoting his or her candidacy.

Section 3. Each candidate for National Vice President shall be permitted to submit a written statement regarding his or her candidacy to the Executive Director and Nominating Committee Chairperson for publication to the membership. Each candidate is to draft a statement that will first include the candidate's professional biography with details on the candidate's ABOTA involvement not to exceed 200 words. That statement will then be published to the membership. Each candidate will then answer three questions that may vary for each National Vice President election. The questions will be drafted each year by the National President, Nominating Committee Chair, and National Office staff. The questions will cover issues concerning ABOTA and shall be answered in no more than 200 words each. The answers to the candidates' questions will then be published to the membership. Thereafter, the candidates' statements and answers to the questions will be re-distributed with the ballot. Timing of the election will be determined jointly by the Nominating Committee Chair and the Executive Director but shall not exceed 30 days.

Section 4. Voting for the election for National Vice President shall commence no later than thirty (30) days after the nominations are announced and the election shall close by 12:00 a.m. (midnight) Central Time on the fourteenth (14th) day of the election.

Section 5. In the event of a tie of the leading candidates' votes, a run-off election shall commence within three (3) days of the close of the regular election and the voting period shall be open for five (5) days, with the election to close by 12:00 a.m. (midnight) Central Time on the fifth (5th) day of the run-off election.

Section 6. The Secretary shall keep a complete record of all proceedings and correspondence of the Association and National Board. He or she shall send notices of meetings by mail to members of the Association or National Board as the same may be required. He or she shall keep a roll of the members of the Association and shall perform all other duties usually appertaining to the office of Secretary. The President shall have the power to appoint an Assistant Secretary to aid the Secretary whenever he or she deems it necessary. Such appointment must be made from the membership of the National Board, elected or advisory. Nothing herein contained shall be construed to prohibit the Executive Committee, by appropriate procedure and within their authority, from employing temporary or permanent personnel, whether or not members of this organization, to perform either ministerial or advisory functions in aid of any officer of this organization.

Section 7. The Treasurer shall perform the duties usually assigned to this officer, and as further set out in the National Bylaws and Constitution, and shall give bond, if required, by the National Board. All checks shall bear the signature of any two of the following officers: President, President-elect, Vice President, Secretary, Treasurer or Executive Director.

Section 8. Contracts and formal documents shall be signed by both the Secretary and the President, or in the absence of the President, the President-elect. A majority vote of a quorum of the National Board present and voting at a meeting, duly called, shall designate substitute signatories from the membership of the National Board in the event of emergency. Other than when acting in accordance with any National Board approved budget of the Association, the President and/or Treasurer or National Board designated substitute signatories shall have no authority to make expenditures or incur indebtedness on behalf of the Association in excess of \$2,000 for any single transaction without the prior consent or subsequent ratification of a majority of a quorum of the National Board actually present and voting at any duly called meeting.

BYLAW II THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the officers of the Association and the immediate Past President, and the ABOTA Foundation President, who shall abstain from voting on the allocation of ABOTA National dues. In addition, the President shall nominate three additional members to serve on the Executive Committee. The first two nominees shall include one Past President and may include either a second Past President or a currently elected member of the National Board. The third nominee shall be a currently elected member of the National Board, shall not have previously served on the Executive Committee and shall be nominated after consultation with the immediate Past President and the President-Elect. This third nominee shall serve only a one-year term on an assignment designated by the President and shall not be appointed again in that capacity. All three nominees are subject to the approval of the National Board. Moreover, the President shall also designate a member, if needed, to fill a vacancy in the President's nominees. The terms of office for the Executive Committee members, including the President, President-Elect, Vice President, Treasurer and Secretary, shall be from January 1 through December 31 of the calendar year.

Section 2. Subject to the exceptions set forth in Section 3 below, the Executive Committee shall have the full power and authority of the National Board over the affairs of the American Board of Trial Advocates between the business meetings of the National Board. A vote by the majority of the committee shall be sufficient. It shall, in addition, have the power to fix the hour and place of the meetings of the Executive

Committee, make recommendations to the National Board, and perform such other duties as may be specified in these Bylaws or specifically authorized by National Board action as reflected by the minutes of the National Board. Minutes shall be made of all actions of the Executive Committee. All actions taken or decisions made by the Executive Committee shall be reported in writing to each member of the National Board within ninety (90) days of the date of the Executive Committee meeting at which the action was taken or orally reported on at the next regular meeting of the National Board, whichever is the earlier.

Section 3. The Executive Committee shall have no authority to do any one of the following:

- (1) Take any final action on any matter which by law also requires the approval of either the National Board or the General Membership of the organization;
- (2) Fill any vacancies on the National Board or any vacancies on any committee that has authority to act for the National Board;
- (3) Amend or repeal any motion passed by the National Board or resolution adopted by the National Board, unless by the express terms of such motion or resolution it is amendable or repealable by the Executive Committee;
- (4) Create any other committees of the National Board or appoint members to any committee of the National Board;
- (5) Authorize the expenditure of general funds of the organization from initiation fees, assessments and dues or to obligate this organization for any purpose in excess of a total of Twenty Five Thousand and 00/00 Dollars (\$25,000.00) above the approved budget for the year for all purposes in any one fiscal year;
- (6) Other than for contracts to secure the office lease, equipment and technical services for the National Office, or for employment and benefits related to the National Office staff, or contracts to secure hotel space and related expenses for future meetings of the organization, obligate the general funds of the organization for any sums for any purpose beyond the end of the fiscal year in which the Executive Committee action is taken regardless of the amount of money involved; or
- (7) Take any action to amend, adopt or repeal the Constitution and Bylaws of the American Board of Trial Advocates.

BYLAW III COMMITTEES

Section 1. Standing Committees. All Standing Committee(s) members shall be appointed by the President from the regular, appointed or ex officio members of the National Board. The Standing Committees shall consist of:

- (1) The Financial Accountability and Responsibility Committee which shall be composed of two former National Presidents (one of whom shall be appointed for a 5 year term and the other appointed annually), the immediate Past National President, the current National Treasurer, and may, at the appointment of the National President, include an additional member at large. The committee is responsible for establishing ABOTA Financial Guidelines to provide guidance and direction to the officers of ABOTA in carrying out their duties on behalf of the organization and to provide guidance to the staff in the National Office and the National Treasurer in reviewing and approving the payment of related expenses. The ABOTA Financial Guidelines must be approved and adopted annually by the Executive Committee. The Financial Accountability and Responsibility Committee shall also review revenue and expense trends, consider the long term financial health of ABOTA and make recommendations at the Budget planning meeting and to the Executive Committee each year regarding dues, fees and assessments before the annual budget is approved.

(2) The Constitution and Bylaws Committee which shall oversee the ABOTA Constitution and Bylaws. The committee is to report any changes that they deem necessary and appropriate to the Executive Committee, to the National Board of Directors and to the membership.

(3) The Membership Committee, which shall aid the National Board in the job of certifying nominees for membership as provided in Article III, Section 1 through 5, and Article IV, Section 3, of the Constitution. The National Board shall give consideration to, but shall not be bound by, the recommendations of the Membership Committee. The affirmative vote of three-fourths (3/4) of the National Board shall be necessary to certify a nominee to membership in the Association except where otherwise specifically provided in these Bylaws or by the Constitution.

(4) The Civil Justice Committee, which shall recommend resolutions to the Executive Committee and the National Board, pertaining to the civil justice system, when needed or appropriate.

(5) The Long Range Planning Committee, which shall be concerned with looking to the future of ABOTA and setting goals and purposes for 5, 10 and 15 years.

(6) The Professionalism, Ethics and Civility Committee, which will be responsible for elevating the standards of integrity, honor, ethics, civility and courtesy in the legal profession. The committee shall cultivate a spirit of camaraderie and fellowship among ABOTA members and work to encourage and advance members of ABOTA professionally.

(7) No person shall serve as Chair or Co-Chair of any standing committee for more than three (3) consecutive annual terms except as prescribed above for the one five (5) year term Past President member of the Financial Accountability and Responsibility Committee.

Section 2. Special Committees. The President shall be empowered to appoint special committees, in addition to the Standing Committees hereinabove described, composed of National Board members and general members of the Association who would enhance the work of the committee.

BYLAW IV TRIAL EXPERIENCE

Section 1. Trial experience equivalency. For the purposes of trial experience equivalency as that term is used in the Constitution and these Bylaws, an applicant's trial experience may, at the discretion of the National Board, be measured by the point system described hereinbelow:

The total number of points required for eligibility for admission or elevation are:

- (1) for the rank of Member 100
- (2) for the rank of Associate 200;
- (3) for the rank of Advocate 500; and
- (4) for the rank of Diplomate 1000.

Points shall be assigned on the following basis:

(1) 10 points for each civil jury trial to a jury verdict as defined in Section 6 below in a state or federal court; or a felony criminal trial to a jury verdict as defined in Section 6 below:

(2) 15 points for any trial described in (1) above which consumes more than 10 trial days;

(3) 20 points for any trial described in (1) above which consumes more than 15 trial days;

(4) 30 points for any trial described in (1) above which consumes more than 20 trial days;

(5) 40 points for any trial described in (1) above which consumes more than 30 trial days;

(6) One-half of the points to which an attorney would be otherwise entitled in cases where the jury returned a verdict will be assigned in the event the trial is concluded by means other than by jury verdict.

(7) No applicant shall be considered unless he or she shall have tried a minimum of seven (7) civil jury trials as lead counsel to a jury verdict or hung jury for the rank of Member, a minimum of ten (10) civil jury trials as lead counsel to a jury verdict or hung jury for the rank of Associate; twenty-five (25) civil jury trials as lead counsel to a jury verdict or hung jury for the rank of Advocate; and fifty (50) civil jury trials as lead counsel to a jury verdict or hung jury for the rank of Diplomat.

Section 2. Trial Day. For the purpose of computing trial days, a trial shall be deemed to have commenced upon the swearing of the jury panel.

Section 3. Eligibility. In order to be eligible for the assignment of points enumerated herein, the attorney must be lead or full-time associate counsel.

Section 4. Lead Counsel. Lead Counsel is an attorney substantially responsible for the personal representation of the client during the trial. "Substantially responsible" means, at a minimum:

- (1) selecting a jury, or opening, or closing, and;
- (2) presentation of live witnesses through direct or cross examination.

Section 5. .

Second Chair: An attorney trying the case with lead counsel will be assigned fifty (50) percent of the points eligible for lead counsel so long as the second chair attorney does at least one of the following at the trial:

- (1) Selecting a jury, or opening or closing or
- (2) Presentation of at least one live witness through direct or cross examination.

Section 6. Jury verdict. "Jury verdict" as used in the Constitution and Bylaws means a verdict returned by a jury, whether or not eventually accepted by the trial court. It does not include directed verdict, mistrial, or other means of disposition of the case but does include a hung jury.

BYLAW V INITIATION FEES AND DUES

Section 1. The amount and manner of payment of initiation fees, assessments and dues may be changed from time to time by appropriate action of the National Board, and its decision shall automatically amend Section 2 of this Bylaw in that regard.

Section 2. Initiation fees for entry into the Association either as a Member, Associate or Advocate shall be \$300.00. The fees for elevation in rank from one level to the next higher level shall be \$250.00. Applicants for reinstatement shall be required to pay a \$300 administrative fee plus dues for the year of the application.

Dues for non Judicial Members of this organization shall be \$750.00 annually of which \$66.50 annually shall be contributed to the Foundation of the American Board of Trial Advocates. All dues shall be paid directly to the National Association office which shall be responsible for transmitting \$315 of the dues from each member of an affiliated chapter to the Treasurer of such affiliated chapter provided the affiliated chapter is in compliance with Article VII, Section 1 of the Constitution, and the remaining \$368.50 will be retained by the National Association. The annual dues for Judicial Members shall be 50% of the annual dues total of which 15% shall be contributed to the Foundation of the American Board of Trial Advocates, 35% from the remaining dues shall be transmitted to the Treasurer of the Chapter with which the Judicial Member is affiliated, and the remaining 50% will be retained by the National Association. International members will not be assessed dues unless it is determined by the National Executive Committee that a particular member's activity level justifies the assessment of dues, in which case the National Executive Committee will set an appropriate dues amount, not to exceed the existing dues structure for regular members.

Each full-time governmental attorney or full time in-house non-profit corporate counsel shall be assessed annual dues at fifty percent (50%) of the annual dues total by certifying on the dues statement that he or she has been and remains employed in that capacity for the applicable period.

Any member whose dues are assessed at 50% of annual dues total shall have the dues allocated at 50% by the National Association office as follows: \$33.25 annually to the Foundation of the American Board of Trial Advocates, \$157.50 annually to the Treasurer of the affiliated Chapter of that member, and \$184.25 shall be retained by the National Association.

Assessments may be adopted by two-thirds (2/3) vote of the National Board present and voting. Any chapter or multi-chapter organization may impose assessments and/or fees for chapter or multi-chapter organization purposes; all such local fees or assessments shall be separate and distinct from those levied by the National Board.

Section 3. Association dues are due on January 2nd of each year. Dues statements shall be sent to each member of the Association in advance of the due date. Any member of the Association who fails to pay his or her dues or assessments within three months from the due date thereof automatically becomes a suspended member.

Section 4. A suspended member may not hold any office or position in the Association, serve as a member of any committee, or attend any meeting of the Association, receive any of its publications, notices or other communications, or otherwise have any of the privileges of membership.

Section 5. A member who fails to pay his or her dues or assessments within ten months of the due date shall be terminated as provided in Article III, Section 5, Subsection 5 of the Constitution, and his or her name shall be removed forthwith from the roll of the members of the Association. A terminated or suspended member shall stop the use of all ABOTA logos, symbols, or marks, including trademarks, unless and until he or she is reinstated into ABOTA membership.

Section 6. Upon suspension of a member for nonpayment of dues or assessments, the Secretary shall notify that member in writing within ten (10) days of the suspension and encourage the member to pay his or her dues promptly. The Secretary shall also notify a member of a prospective termination of his or her membership for non-payment of dues or assessments by written notice thirty or more days prior to the date of prospective termination. Copies of such notices shall be sent to the President and Treasurer of the member's local chapter.

Section 7. The fiscal year of the Association is from the first day of January to the thirty-first day of December.

Section 8. Dues shall be prorated to the first day of the calendar month and year in which the member is elected to membership.

Section 9. Any member of this Association may request Temporary Inactive status by reason of any physical or mental disability that prevents the member from being able to practice law, or absence from the country or otherwise being in an employment position that does not permit the practice of law. This request shall be made in writing and submitted to the Executive Board of the local chapter. Such status may be granted upon approval of at least 75% vote of the Executive Board of the local chapter and 75% vote of the National Board members present and voting in person or remotely. Inactive status is separate and distinct from that of Emeritus member as defined in the Constitution, Article III, Section 2(6).

A member who has been granted Temporary Inactive status shall be excused from any portion of the member's current annual dues other than a pro-rated portion corresponding to the months of the year that took place before the date of the member's disability, as indicated in the member's application for such Temporary Inactive status.

A member who is placed on Temporary Inactive status shall not be entitled to voting privileges.

A member who has been granted Temporary Inactive status shall have up to three (3) years to return to active status, or to transfer his or her status by application to another class of membership. A member who has been granted Temporary Inactive status who does not take steps to change his or her status as specified above at the end of the three (3) years from the date inactive status was approved will be deemed to have resigned from the organization.

If at any time during the three-year period, a member whose circumstances no longer make him or her eligible for Temporary Inactive status, the member has the obligation to inform the National Office and take the necessary steps to transfer his or her status by application to another class of membership. The member will have the obligation to resume paying the dues applicable to the other class of membership on a pro-rata basis for the months in the year after transfer of their status; such payment shall be made within 30 days of change of status.

An inactive member who desires to return to active status shall submit an appropriate written request to the Executive Board of the local chapter. Said member shall be restored to active status in this Association upon a vote of approval of at least 75% of the members of the Executive Board of the local chapter and 75% of the National Board members present and voting in person or remotely.

Section 10. Any active member in good standing may request a transfer of his or her membership from one local chapter to another upon moving his or her practice, residence, or both, to a geographical location other than the location of the chapter where he or she is presently a member, or upon the revocation or suspension of the active member's chapter.

Such a request shall be made in writing to the Executive Board of the new chapter to which the new member is requesting a transfer of his or her membership. The advice and comment of the new chapter shall be submitted to the National Board in writing and signed by the President of the new chapter. The National Board shall consider the advice and comment of the new chapter before acting upon said request. The sole power to approve such a transfer shall be vested in the National Board.

A member requesting a transfer to a different chapter by reason of his or her moving his or her practice or residence or upon revocation or suspension of the active member's chapter, shall request that such transfer be made to the chapter nearest to the member's new business address.

Upon approval or rejection of said request, the member shall be notified thereof by the Secretary of the Association.

Section 11. In order for a member to request transition to Retired Member status, the request shall be made in writing to the National Office to be directed to the National Board's Membership Committee. The National Office or its Membership Committee may confirm with the member's local Chapter that the retired member has ceased the practice of law. Upon recommendation of the Membership Committee and a 75% vote of the National Board members present and voting, Retired Member status will be granted and the member will be notified that he or she will be considered a Retired Member moving forward.

BYLAW VI TERMINATION FOR CAUSE, SUSPENSION OR OTHER DISCIPLINE

Section 1. Except for claims of discrimination or harassment under Article III, any complaint of information of a nature set forth in Article III, Section 5(2) of the Constitution shall be made to the Member Conduct Committee which shall be comprised of National Board Members appointed by the President and President-Elect to undertake an investigation of such information pursuant to Section 2 below. The committee shall designate one of their members to serve as chair.

Section 2.

(1) Once the Committee receives a complaint, it shall vote by a majority vote within 10 days as to whether the member being investigated should be suspended prior to and during the investigation.

(2) The Committee shall make and complete an investigation, including consultation with the member's chapter, and submit to the National President and the member being investigated a written report of its findings and recommendations within 120 days. Specifically, the Committee shall make a preliminary determination by a consensus whether any further action is required on the complaint and make a recommendation to the National President as to any further action to be taken.

(3) Upon receipt of the Committee's recommendations, the President, in conjunction with the Executive Committee, will determine what, if any, further action is required including whether further investigation or a hearing is required. If a hearing is deemed necessary, the President, in conjunction with the Executive Committee, shall determine the format of the hearing.

Section 3. Privacy and Confidentiality Requests:

(a) Request for Privacy and Confidentiality: In cases involving accusations and investigations, both the accuser (hereinafter referred to as the "Complainant") and the accused (hereinafter referred to as the "Respondent") may request privacy and confidentiality regarding their identities, personal information, and the details of the accusation.

(b) Granting Privacy and Confidentiality: The requests for privacy and confidentiality shall be carefully considered and granted in the following situations:

and granted in the following situations:

1. Safety Concerns: If either the Complainant or the Respondent reasonably believes that their safety or well-being may be at risk as a result of disclosing their identity or the details of the accusation, privacy and confidentiality shall be granted.

Personal Privacy: If either the Complainant or the Respondent expresses a strong desire for personal privacy due to the sensitive nature of the accusation or personal circumstances, privacy and confidentiality shall be granted to the extent possible without compromising the fairness and integrity of the investigative process

2. Legal Obligations: In situations where legal obligations or regulations require the protection of the identities or personal information of the Complainant or the Respondent, privacy and confidentiality shall be granted to the extent required by law.

(c) Balancing Interests: While the requests for privacy and confidentiality will be taken seriously, the organization shall also consider the rights of both the Complainant and the Respondent to a fair and thorough investigation, as well as the organization's duty to maintain transparency and accountability.

(d) Confidentiality Measures: When privacy and confidentiality are granted, the organization shall take reasonable measures to protect the identities and personal information of both the Complainant and the Respondent. This may include redacting identifying information from documents, limiting access to relevant parties, and implementing necessary safeguards to prevent unauthorized disclosure.

(e) Determination by Executive Committee: The granting or denial of privacy and confidentiality requests shall be decided by a two-thirds (2/3) vote of the executive committee. The executive committee shall thoroughly review the circumstances and reasons presented by the requesting party before making a final determination.

(f) Communication with Parties: In situations where privacy and confidentiality have been granted to either the Complainant or the Respondent, the organization shall inform the relevant parties that certain information may be withheld or redacted to protect their privacy, without compromising their ability to provide a full and fair response or account of the accusations.

(g) Reconsideration of Privacy and Confidentiality: The granted privacy and confidentiality may be subject to periodic review to ensure ongoing necessity and fairness. If circumstances change or new information emerges, the organization may reassess the need for privacy and confidentiality, taking into account the rights of both the Complainant and the Respondent.

(h) Records Retention: Regardless of privacy and confidentiality measures, the organization shall maintain appropriate records of the accusation, investigation, and any disciplinary actions taken. However, such records shall be treated with utmost confidentiality and disclosed only to authorized individuals involved in the investigation or as required by law.

(i) Non-Retaliation: The organization shall have a strict non-retaliation policy to ensure that individuals who request privacy and confidentiality, including the Complainant and the Respondent, are protected from any adverse actions or reprisals as a result of the accusations or seeking privacy.

(j) Review and Amendment: This bylaw section shall be periodically reviewed and amended as necessary to reflect changes in laws, regulations, and best practices related to privacy, confidentiality, and fair investigative procedures.

Section 4. No hearing before the National Board will be necessary when:

(1) The member has been convicted of a felony involving dishonesty or moral turpitude, or a misdemeanor involving theft, embezzlement or the misappropriation of funds;

(2) The member has been disbarred by the highest court or the highest disciplinary body of a state in which he/she is licensed or resigns in the face of disciplinary proceedings.

(3) If the suspension or termination is the result of failure to pay dues.

Section 5. The vote required for expulsion or other disciplinary action is set forth in Article III, Section 5(3) of the Constitution of this Association.

BYLAW VII MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting. The Annual Meeting of this Association shall be held in conjunction with the first National Board meeting of the year. The time and place of said meeting shall be announced in writing to each member in good standing at least two (2) months in advance. At the meeting, annual reports of officers and committees shall be delivered. The President, President-elect, Vice President, Secretary and Treasurer for the year shall be installed at the same time as the first National Board meeting of the year.

Section 2. Other Meetings. The time and place of meetings other than the Annual Meeting shall be selected by the President or by such individual or committee as is delegated by the President to select same, and written notice of the meeting time and place shall be given by the Secretary to each member in good standing at least two (2) months in advance of said meeting. Business may be transacted at such meetings if a quorum is present.

Section 3. Special Meetings. Special Meetings shall be called by the Secretary upon written request of a minimum of fifty percent (50%) of the chapter presidents. Members shall have at least thirty (30) days advance notice of the time, place, and object of the Special Meeting.

Section 4. Quorum. At all meetings of the General Membership, including the Annual Meeting, the number of members in good standing present in person (and remotely when offered) shall constitute a quorum.

Section 5. Conduct of Meetings. All meetings shall be conducted by the President, or, in his or her absence, by the President-elect. All matters requiring the vote of the members shall be presented by a motion from the floor by a member eligible to vote. All motions must be seconded by an additional member eligible to vote before being voted upon. The voting shall be by voice or ballot, according to the discretion of the presiding officer. A simple majority shall suffice to carry any motion, unless otherwise specified prior to the voting by the presiding officer. Motions will be acted upon in the order presented. Any motion which fails to be seconded shall be a nullity.

Order of Business. At the Annual Meeting, the order of business shall include:

- (1) Report of President.
- (2) Report of Secretary and reading of minutes of the last annual meeting.
- (3) Report of Treasurer.
- (4) Report of Foundation President;
- (5) Such other business and committee reports as may be determined by the President.

Section 6. Voting. At any Annual Meeting or special meeting of the General Membership only members actually present may cast votes on any issue that may be presented for the vote of the General Membership.

BYLAW VIII AMENDMENTS

Section 1. These Bylaws may be amended by the affirmative votes of a majority of the members voting at any meeting of the Association, provided notice of such amendment or amendments and the nature thereof shall have been given to the members of the Association at least ten (10) days prior to the date of the meeting at which said amendment or amendments are to be presented for consideration; or these Bylaws may be amended by a three-fourths (3/4) vote of the National Board at any regular or special meeting thereof, provided that notice of any such amendment must be given to the General Membership at the next regular meeting of the General Membership.

BYLAW IX SEAL

Section 1. This Association shall have a seal consisting of a design approved by the National Board.

BYLAW X NEW MEMBERS

Section 1. An elected nominee to the Association shall be duly notified by the Secretary of such election and shall be bound by the Constitution and Bylaws of the Association. A copy of said notice shall be sent to the Secretary and President of the local chapter.

BYLAW XI

MEETINGS OF THE NATIONAL BOARD OF DIRECTORS

Section 1. Meetings of the National Board may be called by the President at any time, and a special meeting may be called upon written request of any twenty (20) members of the National Board addressed to the Secretary. At least thirty (30) days notice by mail, facsimile or telephone of such meeting must be given to the members of the National Board, and the notice must state the object of the meeting. The National Board shall hold a minimum of three (3) regular meetings per year.

Section 2. Fifty (50) or more voting members of the National Board present at the meeting in person (and remotely when offered) shall constitute a quorum.

Section 3. In any instance wherein these Bylaws or the Constitution of this organization shall specify the necessary majority or plurality of votes of the National Board or of any other committee of this organization in terms of fractions, and said designated fraction will not mathematically produce a whole number, the necessary number of votes shall be rounded off to the nearest whole number.

BYLAW XII ROSTER OF MEMBERS

Section 1. At least once a year, following the election of officers of the Association, the Secretary shall provide each member of the Association a roster of all members, specifying the National Officers, Executive Committee, National Board, members, and Standing Committee Chairpersons. Such roster shall contain the names, business addresses, and telephone numbers of the listed members.

BYLAW XIII CHAPTER BYLAWS

Section 1. Each chapter shall adopt a set of governing bylaws provided such bylaws are not inconsistent with the Constitution and National Bylaws. Upon adoption, the Chapter Bylaws shall be lodged with the National Office.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on January 26, 2008.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Oct. 9, 2010.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Jan. 14, 2012.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Jul. 27, 2013.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Oct. 12, 2013.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Jan. 25, 2014.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on Jan. 24, 2015.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on May 2, 2015.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on January 16, 2016.

RATIFIED AND ADOPTED as amended by unanimous vote of the National Board of Directors on January 19, 2019.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on October 12, 2019.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on May 15, 2021.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on January 29, 2022.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on May 14, 2022.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on October 22, 2022.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on January 27, 2024.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on October 26, 2024.

RATIFIED AND ADOPTED as amended by vote of the National Board of Directors on January 25, 2025.

Rev bt sw 3.2024