

**BY-LAWS**  
**As Amended and Passed**  
**January 20, 1996**  
**and**  
**November 24, 1998**  
**and**  
**November 23, 1999**  
**and**  
**November 23, 2004**  
**and**  
**October 14, 2005**  
**and**  
**March 28, 2007**

**ARTICLE I**  
**NAME**

This Association shall be known as "NEW JERSEY DEFENSE ASSOCIATION" (A Non-Profit Corporation).

**ARTICLE II**  
**PURPOSE**

The purpose of this Association shall be as follows:

- A. To bring together by association, communication and organization, New Jersey defense attorneys and personnel of insurance companies, and other corporations.
- B. To encourage the prompt, fair and just disposition of tort claims.
- C. To enhance the knowledge and improve the skills of defense lawyers.
- D. To support and work for the improvement of the adversary system of jurisprudence in the operation in the courts.
- E. To promote improvements in the administration of justice and enhance the service of the legal profession to the public.
- F. To work for the elimination of court congestion and delays in civil litigation.
- G. To cooperate with programs of public education directed toward highway safety and the reduction of law suits and costs resulting from highway and other casualties.
- H. To carry on other related and similar activities in the public interest.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1.** *In General* The Membership Committee of this Association shall screen and present all applications to the Board of Directors, which shall be the sole judge of the qualifications of a prospective member for membership in this Association. Application for membership shall be submitted to the Secretary and shall then be referred to the Membership Committee for appropriate recommendation to the Board of Directors for the acceptance or rejection of the applicant.

**Section 2.** *Eligibility for Membership.* Those persons who shall be qualified for membership and to continue to hold membership herein, who are:

- (a) Members of the New Jersey Bar who are associated with house counsel or a generally known defense firm and who devote at least 65% of their time on litigated matters in the defense of damage suits on behalf of individuals, insurance companies, self-insurers and other corporations.
- (b) Those persons who are full-time executives, managers or supervisory employees of insurance companies, self-insurers or other corporations, and who devote the major

portion of their time to claims, claims administration or litigated matters in the defense of damage suits, except that no independent agency, company or individual adjuster nor garage man, glass repairmen, appraisers or estimators of any kind - including expert witnesses and court reporters - shall be eligible for membership.

- (c) Those persons who are members in good standing of the New Jersey Corporate Counsel Association or the Delaware Valley Corporate Counsel Association shall be eligible for membership.
- (d) Law Students. No person holding membership pursuant to this section shall be permitted to hold office or serve as a committee chairperson.
- (e) Past Presidents. Any past president of this organization who, at the time of his or her retirement, is a member in good standing, shall be entitled to a dues exempt life membership.

**Section 3.** *Commitment to Diversity:* The Association is committed to fostering and promoting an environment of inclusion, diversity, and respect within its membership. To this end, the Association fully supports recruiting and advancing qualified members, regardless of gender, age, race, religion, national origin, sexual orientation, ethnicity or physical or cultural differences.

#### **ARTICLE IV DUES, FEES AND ASSESSMENTS**

Dues, fees and assessments shall be as follows:

**Section 1.** Dues, fees and assessments shall (as provided in Article VIII) be established by the Board of Directors, which shall report to the Membership on an annual basis concerning any changes therein made since the last annual report and concerning any recommendations for future changes therein.

#### **ARTICLE V SUSPENSION AND TERMINATION OF MEMBERSHIP**

**Section 1.** For Nonpayment of Dues or Assessments.

(a) Any member who shall be in default in payment of annual dues, assessments or other sums due the association for a period of three (3) months after the same shall have become due and payable shall be suspended automatically from membership. During the period of his/her suspension a suspended member shall not be permitted to hold any office in this Association, to attend any meetings or to exercise any of the privileges of membership. Payment by a suspended member of his/her dues prior to the expiration of twelve (12) months after such dues shall have become due and payable shall automatically restore the suspended members to full membership and to all of the rights, privileges and prerogatives thereof.

(b) Any member who shall be in default in payment of any sums due the Association for a period of twelve (12) months after such dues shall have become due and payable shall be dropped from the membership roll. A member whose membership has been so canceled shall not be entitled to restoration to membership by the mere payment of delinquent and current dues. He/She may become a member again only upon invitation of the Board of Directors and the payment of the initiation fee and annual dues required by all new members.

- (c) A member may be removed or expelled from membership by the Board of Directors or by a majority vote of the Association for conduct which is adverse to the best interest of the Association. A member shall have the right to a full hearing before expulsion.

## **ARTICLE VI OFFICERS**

The officers of the Association shall be:

- A President
- A President-Elect
- A Vice President, Northern Region
- A Vice President, Central Region
- A Vice President, Southern Region
- A Secretary
- A Treasurer
- A Chairman of the Board of Directors whose duties are defined in Article VIII, Section 4.

## **ARTICLE VII DUTIES OF OFFICERS**

**Section 1.** The President shall preside at the meetings of the members and shall use his/her best effort to forward the interests of this Association. He/She shall, with the assistance of the Secretary, present to each meeting of the Association an agenda of the matters to come before such meeting. He/She shall be an ex-officio member of the Board of Directors. He/She shall perform such other duties as may be prescribed by the Association and/or the Board of Directors. He/She shall be an ex-officio member of all Committees. Within four months after his/her election, he/she shall advise the general membership by mail of a statement of his/her proposals for the Association for the ensuing year, which statement shall include a resume of the status of the Association as revealed at the Annual Meeting.

**Section 2.** The President Elect shall assume the duties of the President upon his/her request or when the President is absent or when the President is otherwise unable to perform the duties of his/her office and shall assume the office of the President at the expiration of the President's one (1) year term.

**Section 3.** The Regional Vice Presidents shall act as liaisons between members of their respective areas and other members of the Bar or other potential members to include promotion of this organization.

**Section 4.** The Secretary shall keep minutes of all the proceedings of the members and Board of Directors, and shall maintain a record of the names and addresses of the members of this Association. He/She shall serve as an ex-officio member of all committees. He/She shall prepare and send to all members of this Association notices of any and all special meetings of this Association and such other notice as may be required by these By-Laws or as may be directed by this Association, its President or the Board of Directors. He/She shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President or the Board of Directors may direct.

**Section 5.** The Treasurer shall collect and receive all fees, dues and assessments from the members of this Association and all monies due and payable to this Association from any source. He/She shall make disbursement of any monies and funds in his/her possession or control only in accordance with order of the Board of Directors. He/She shall make and preserve proper books of account and keep an accurate account of the finances of this Association, including a detailed record of all receipts and disbursements. At the request of the President or the Board of Directors, he/she shall surrender his/her books of account for examination by the President or the Board of Directors or for auditing by an auditor selected by the Board. Each of the Officers of this Association shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors. All checks must be signed by the Treasurer.

## **ARTICLE VIII BOARD OF DIRECTORS**

**Section 1.** There shall be a Board of Directors which shall consist of the Officers, Immediate Past-President, the State Chairman of the Defense Research Institute, Inc., and six other members to be elected at the Annual Election. Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors to serve the unexpired term or until the successor is elected at the next Annual Meeting of the Association for the unexpired term. The immediate Past-President shall be the Chairman of the Board and is entitled to vote on all questions in case of a tie. The President, President Elect, Vice Presidents, D.R.I. State Chairman, Secretary and Treasurer shall be ex-officio members of the Board of Directors and each of them shall be entitled to a vote with the Board of Directors at all regular and special meetings thereof.

All Past-Presidents of the Association as well as current committee chairmen shall be the ex-officio members of the Board of Directors. They shall receive announcements of and be invited to attend all Board of Directors meetings, but committee chairmen shall not have voting privileges.

**Section 2.** The Board of Directors shall be the Executive Board of this Association and shall have general supervision, management and control of the business, affairs and activities of this Association, subject, however, to the provisions of other Sections of these By-Laws. The Board shall determine its own rules of procedure. Seven (7) members of the Board qualified to vote shall constitute a quorum for transaction of business at a meeting of the Board.

**Section 3.** Regular meetings of the board shall be held at such times as the Board by resolution shall determine. Special meetings of the Board may be held from time to time whenever called by the Chairman of the Board, the President, or any seven (7) Directors. Notice of the calling of a special meeting by the Board shall in every case be given by an oral or written announcement thereof at the last regular meeting of the Board preceding the holding of the special meeting so called or by written notice mailed by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

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

- (a) To fix the annual dues of members.
- (b) The levy special assessments on the members to provide for the unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association.
- (c) To appoint officers to fill any vacancies which may occur in any elective office or in the Board of Directors by reason of the death or resignation of the incumbent thereof, and any Officer or Director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office.
- (d) To hire an Executive Secretary or such other employee or employees as the Board deems necessary to conduct the work of this Association, none of whom need be members of this Association, and to fix the duties and compensation of any such persons.
- (e) To vote on the admittance of membership of those persons recommended by the Membership Committee, as well as the continuing qualifications of the individual members.
- (f) To grant charters to such local defense groups as may want to organize on a county, geographical or other level. (Such local charter shall only be granted provided the local organization's constitution or by-laws is approved by the Board of Directors.)
- (g) In the interval between meetings of this Association to do all acts and perform all functions which this Association itself might do or perform, except that the Board shall have no power to amend these By-Laws.

**Section 4.** The immediate Past-President shall be Chairman of the Board and shall preside at all meetings of the Board. In his or her absence, the President, and in the absence of both the President Elect and in the absence of all three (3), the Secretary or a member of the Board selected by the Board shall act as such Chairman.

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

## **ARTICLE IX MEETINGS OF MEMBERS ELECTION OF OFFICERS AND DIRECTORS**

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

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

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

Two (2) of the four (4) members of the Board of Directors who shall be elected by the Association at the Annual Meeting shall serve for alternating terms at three (3) years each, except that initially two (2) directors shall be elected for one (1) year and two (2) directors shall be elected for two (2) years, and upon expiration of said initial respective terms of one and two years, their successors shall thereafter be elected for terms of three (3) years.

**Section 2.** In addition to the Annual Meeting, there will be three (3) Regular Meetings held at such time and place as may be selected by the Board of Directors. Written notice of the Regular Meetings and of the time and place thereof, shall be mailed by the Secretary to the members at least thirty (30) days in advance of such Regular Meeting.

**Section 3.** *Special Meetings.* Special Meetings may be called by the President or by a majority of the members of the Board of Directors. Written notice of a Special Meeting, and of the time and place thereof, shall be mailed by the Secretary to the members at least fifteen (15) days in advance of such Special Meeting. Such notice shall state the object of the Special Meeting and no business except that stated in the notice shall be transacted thereat.

**Section 4.** Those present at any meeting shall constitute a quorum, except for the purpose of changing the By-Laws, for which purpose there shall be at least ten percent (10%) of the members of the Association present to constitute a quorum.

## **ARTICLE X AMENDMENTS**

These By-Laws may be amended or rescinded at any meeting of the Association by affirmative vote of two-thirds of the members present, provided further, that notice of the proposed change be given by the

Secretary to the members by mail at least fifteen (15) days before the meeting at which such action is proposed.

## **ARTICLE XI CONDUCT OF MEETINGS**

Conduct of all meetings shall be governed by the provisions of Roberts' Rules of Order to the extent that they are not inconsistent with these By-Laws.

## **ARTICLE XII COMMITTEES**

**Section 1.** The following Standing Committees shall be appointed by the President to serve at the pleasure of the President and their duties shall be as follows:

(a) **MEMBERSHIP COMMITTEE.** It shall be the duty of this committee to plan and organize a program of membership promotion activity, directed toward obtaining as members of this Association, attorneys, individuals, corporations or other businesses active in connection with the defense of civil claims and actions and whose interests are directed toward the reduction of losses and costs resulting from highway and other casualties, or who are otherwise interested in the purposes of this Association. This committee shall consist of at least seven (7) members including a chairman. It shall be the further duty of this committee to receive and process applications and to make recommendations to the Board of Directors of the applicant's acceptance or non-acceptance except that no independent agency, company or individual adjuster nor garage men, glass repairmen, or appraisers or estimators of any kind - including expert witnesses and court reporters - shall be eligible for membership.

(b) **EDUCATION-LAW SCHOOL COMMITTEE.** It shall be the duty of this committee to plan and organize a program of cooperation with law schools and other institutions of education, so as to provide:

- (1) teaching materials
- (2) speakers
- (3) discussion leaders
- (4) awards
- (5) distribution of any related publications, and
- (6) improved relations with deans, faculty members and other educators.

(c) **LEGISLATIVE COMMITTEE.** It will be the duty of this committee to keep the members of this Association informed on legislation proposed in, pending in, or adopted by the New Jersey State Legislature, that may be of interest to or affect the defense effort and rights of defendants in civil litigation; further to recommend to the officers any action that should be taken relative to such legislation. It shall also be the duty of this committee to prepare an affirmative program of positive and remedial legislation and rule changes which will accomplish the objectives of this Association.

(d) **PUBLIC RELATIONS COMMITTEE.** It shall be the duty of this committee:

- (1) To draw to the public's attention the objectives of this Association;
- (2) To encourage clients to resist the "nuisance" claim so that such claims will be discouraged in the future;
- (3) To continue support of the principle of liability based on fault only, and unwavering opposition to its erosion;
- (4) To publicize the relationship on non-meritorious claims to the delay of legitimate litigation;

- (5) To publicize the relationship of non-meritorious claims and excessive demands to increase insurance premiums;
  - (6) To publicize the preservation of the jury system in all civil litigation;
  - (7) To advocate dignity in the courtroom, with emphasis on the facts, the law, and high standards of trial practice, rather than on emotional appeals based upon sympathy and prejudice;
  - (8) To advocate the elimination of multiple recoveries for the same disability or damage;
  - (9) To publicize the damages to individual rights of the general public of those changes in the law adverse to the objectives of this Association;
  - (10) To work with the news media in the local community, so that matters of interest will be brought to the public attention; and
  - (11) To coordinate the programs of this Association with those of D.R.I.
- (e) JUDICIARY COMMITTEE. It will be the duty of this committee:
- (1) To send publications to the judiciary as the budget will allow;
  - (2) To make recommendations pertaining to the qualifications, or lack of same, or attorneys being considered for appointment, reappointment or elevation to the Bench at any level;
  - (3) To make recommendations or comments upon changes in court procedure.
- (f) SPEAKERS COMMITTEE. It shall be the duty of this committee to prepare and keep current a supply of speeches of various lengths and on appropriate subjects, for use before any lay and legal audiences; and to develop a "bank" of competent speakers available for all addresses, panels, institutes and all types of programs.
- (g) ETHICS COMMITTEE. It shall be the duty of this committee:
- (1) To establish a Code of Ethics for members of the Association and to be responsible for the enforcement of same;
  - (2) To report any violation of any medical or legal code of ethics by any other person to the proper authority.
- (h) MEETINGS AND PROGRAMS COMMITTEE. It shall be the duty of this committee:
- (1) To plan educational seminars, programs and recreational activities of the organization;
  - (2) To organize and distribute the formal programs to be presented at the Annual Meeting and three Regular Meetings called for by these By-Laws;
  - (3) To work with the Board of Directors in selecting the locations of those meetings and in providing for the physical facilities necessary at each location where a meeting is planned.
- (i) DIVERSITY COMMITTEE: It shall be the duty of this committee:
- a) To promote diversity throughout the Association;
  - b) To increase the visibility and accessibility of the Association to all minority bar associations;
  - c) To foster an environment of inclusion, diversity, and respect amongst the membership;
  - d) To support the recruiting and advancing of qualified members regardless of gender, age, race, religion, national origin, sexual orientation, ethnicity, or physical or cultural differences.

**Section 2.** Such special committees as may be created and appointed by the President with the consent of the Board of Directors.