The Constitution of the Pennsylvania Association for Justice

Contains constitutional amendments approved at the Annual Meeting on June 30, 2018
Contents

ARTICLE I - NAME ......................................................................................................................... 3
ARTICLE II - OBJECTIVES ........................................................................................................ 3
ARTICLE III - MEMBERSHIP ...................................................................................................... 3
ARTICLE IV - OFFICERS ............................................................................................................. 5
ARTICLE V - BOARD OF GOVERNORS ...................................................................................... 6
ARTICLE VI - NOMINATIONS AND ELECTIONS ....................................................................... 9
ARTICLE VII - EX OFFICIO MEMBERS OF THE BOARD OF GOVERNORS .............................. 11
ARTICLE VIII - MEMBERSHIP MEETINGS AND CONVENTION .......................................... 11
ARTICLE IX - COMMITTEES AND SECTIONS ............................................................................. 12
ARTICLE X - FUNCTIONS AND POWERS OF COMMITTEES ....................................................... 13
ARTICLE XI - DIVISIONS AND CHAPTERS ............................................................................. 16
ARTICLE XII - AMENDMENTS ................................................................................................... 16
ARTICLE XIII - LIMITATION OF LIABILITY ........................................................................... 16
ARTICLE XIV - RIGHT TO INDEMNIFICATION ......................................................................... 16
ARTICLE XV - CONFLICT OF INTEREST ................................................................................... 19
Constitution of the Pennsylvania Association for Justice

ARTICLE I - NAME

The name of this Association shall be the Pennsylvania Association for Justice.

ARTICLE II - OBJECTIVES

The objectives of this Association shall be to uphold and defend the United States and Pennsylvania Constitutions, to uphold and improve the adversary system; to uphold trial by jury; to promote prompt and efficient administration of justice; to protect and enhance the rights of consumers, workers, family members, the accused, and other individuals; to improve the competency of the trial bar; to protect and promote the independence of the bench and bar; to foster public awareness and understanding of the role of the trial lawyer in the administration of justice; and to provide resources, services, and group benefits for members.

ARTICLE III - MEMBERSHIP

Section 1. There shall be the following classes of membership:

(a) Regular members - Any person who is licensed to practice law, is of good moral character, is engaged in representing litigants, and who is committed and devoted to the concept of a fair trial, the adversary system, and a just result for all litigants, the accused and those whose rights are jeopardized, shall be eligible for regular membership, and shall continue to be a regular member in good standing upon the payment of periodic dues and the continued adherence to the objectives of the Association and to the qualifications for membership.

(b) Sustaining members - A regular member may become a sustaining member upon approval by the Board of Governors and by paying the annual dues required by the Board of Governors for sustaining membership.

(c) President's Club members - A regular or sustaining member may become a member of the President’s Club upon approval by the Board of Governors and by paying the annual dues required by the Board of Governors for membership in the President's Club.

(d) Champion of Justice members - A regular, sustaining or President's Club member may become a Champion of Justice member upon approval by the Board of Governors and by paying the annual dues required by the Board the Governors for membership as a Champion of Justice.

(e) Out-of-state members - Any person who is licensed to practice law, is of good moral character, is engaged in representing litigants, and who is committed and devoted to the concept of a fair trial, the adversary system, and a just result for all litigants, the accused and those whose rights are jeopardized, shall be eligible for non-voting out-of-state membership, and shall continue to be an out-of-state member in good standing upon the payment of periodic dues and the continued adherence to the objectives of the Association and to the qualifications for membership.
(f) **Student members** - A law student engaged in an undergraduate course of study at a law school shall be eligible for student membership if of good moral character. A student member shall remain in good standing as long as the student member continues the undergraduate study of law at a law school, pays periodic dues as set by the Board of Governors, and continues to adhere to the objectives of the Association and to the qualifications for student membership. Student members shall not be eligible to vote or to hold office in the Association.

(g) **Paralegal members** - A paralegal who is an employee of a law firm or law department and who is engaged as an auxiliary to the practice of law in a manner consistent with the objectives of this Association shall be eligible for paralegal membership if of good moral character. A paralegal member shall remain a member in good standing as long as the paralegal continues to be engaged as an employee of a law firm or law department and an auxiliary to the practice of law consistent with the objectives of this Association, pays periodic dues as set by the Board of Governors, and adheres to the objectives of the Association and to the qualifications for such membership. Paralegal members shall not be eligible to vote or to hold office in the Association.

(h) **Law Clerk members** - A graduate of a law school who is engaged full-time as a clerk to a judge shall be eligible for law clerk membership. A law clerk member shall be eligible for such membership so long as the law clerk remains engaged as such. A law clerk member shall pay periodic dues as set by the Board of Governors and adhere to the objectives of the Association. Law clerk members shall not be eligible to vote or to hold office in the Association.

(i) **Emeritus Members** - Members of the Association who have reached the age of sixty-five (65) may, by filing a written election to do so, assume emeritus status. Members who have not reached the age of sixty-five (65) but who have retired from the active practice of law for reasons of health, disability, or inclination, may request leave of the Board to assume emeritus status. Emeritus members shall pay dues as set by the Board and shall be entitled to all privileges of membership, except the right to vote or hold office in the association. An Emeritus member may elect at any time to return to active status.

Section 2. The Board of Governors may create other classes of membership and shall establish procedures for the application and admittance to all classes of membership.

Section 3. Termination of membership - Membership may be terminated in the following manners:

(a) **Resignation** - A member may resign by submitting a written resignation to the President. Such resignation shall become effective on the date submitted, provided the member has satisfied all of his obligations to the Association.

(b) **Disbarment** - A member who is disbarred shall automatically be removed from membership.

(c) **Suspension from practice** - A member suspended from practice shall be removed from membership but shall not be barred from reapplication when reinstated to practice.

(d) **Failure to pay dues** - A member who has not paid annual dues within three (3) months of billing shall be notified by the Treasurer of the Association that if dues are not paid within a period of ten (10) days, the Treasurer shall cause the member's name to be removed from the membership rolls.
Section 4. Discipline of members - A member may be expelled, suspended or censured for unethical conduct or for misconduct that brings discredit to the member, the Association or the profession. This power shall rest exclusively in the Board of Governors which may authorize the President to appoint a committee of three (3) to hear complaints or grievances against a member. A member shall receive thirty (30) days notice in writing of any complaint made against him/her. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing to be held either before the Board of Governors or a committee appointed in accordance with this section. The member may appear and present evidence. If the hearing is held before a committee, the committee shall report its findings to the Board of Governors, which shall then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of a member shall require a two-thirds (2/3) vote of the Board of Governors present and voting.

Section 5. Dues - The dues of the association shall be as established from time to time by the Board of Governors for each category of membership. Dues shall be payable annually on the first day of January, in advance, or on such other schedule as the Board of Governors by majority vote shall determine.

ARTICLE IV - OFFICERS

Section 1. The officers shall be the President, President-Elect, Vice-President, Treasurer, Secretary, Parliamentarian, Comptroller and Immediate Past President.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and Board of Governors. The President shall direct the affairs of the Association with the advice and consent of the Board of Governors. Unless otherwise provided for in the Constitution, the President shall appoint all committees. In the event of incapacity or inability to fulfill the office and upon certification of such fact by two-thirds (2/3) of the Board of Governors, the remainder of the President's term shall be filled in the following order of succession: President-Elect, Vice-President, Treasurer, Secretary, and Parliamentarian. [Effective Date: The effective date of change to order of officer succession in Article IV, Section 2, shall be July 31, 2012.]

Section 3. The President-Elect shall perform such duties as are delegated by the President and specifically shall serve as Chair of PAJ's Justice Business Partners Committee, or if this is not practical shall be Vice Chair of this Committee. The President-Elect shall succeed to the office of the President in the event of death or resignation of the President. The President-Elect shall preside at meetings in the event of the temporary absence of the President. The President-Elect shall become President upon the expiration of the term of the incumbent President.

Section 4. The Vice-President shall perform such duties as are delegated by the President and specifically shall serve as Chair of PAJ's Fundraising Committee and LAWPAC, or if this is not practical shall be Vice Chair of Fundraising and LAWPAC. The Vice President shall succeed to the office of the President in the event of the death or resignation of both the President and President-Elect. The Vice-President shall preside at meetings in the event of the temporary absence of both the President and President-Elect. The Vice-President shall become the President-Elect upon the expiration of the term of the incumbent President-Elect or the resignation or death of the President-Elect.
Section 5. The Treasurer shall be the official custodian of the funds of the Association, and specifically shall serve as Chair of the Budget & Finance Committee. The Treasurer shall collect all dues and monies of the Association and shall direct the keeping of accurate books of account. The Treasurer shall cause audits to be made periodically as ordered by the Board of Governors at its regular meeting and report to the membership at the annual meeting. The Treasurer shall receive, disburse and invest the funds of the Association in the manner directed by the Board of Governors.

Section 6. The Secretary shall keep the minutes of all meetings of the Association, the Board of Governors and the Executive Committee, and shall be the official custodian of all the records of the Association. The Secretary shall be responsible for all notices required to be given. The Secretary shall serve as Chair of PAJ’s Membership Committee, or if this is not practical shall be Vice Chair of this Committee, and shall keep an accurate census of the membership.

Section 7. The Parliamentarian shall advise the presiding officer on questions of parliamentary procedure in accordance with Robert's Rules of Order. The Parliamentarian shall perform such other duties as directed by the President, and specifically shall serve as Chair of the Constitution & Bylaws Committee. The Parliamentarian shall advise the President, the Board of Governors and the Association on constitutional questions.

Section 8. The Comptroller shall be the official auditor of the Association’s funds with oversight responsibility relative to expenditures having been made on behalf of the Association and shall advise and report to the Board of Governors and membership as to the appropriateness of these expenditures. The Comptroller shall perform or cause to be performed a yearly audit of the Association expenditures and shall report to the Board of Governors and membership as to the internal budgeting procedures followed. The Comptroller shall perform such other duties as may be directed by the President.

Section 9. The terms of office of all officers shall commence immediately following the annual election meeting held at the annual convention and shall be for a term of one (1) year with the exception of the office of Comptroller and Parliamentarian. The office of Comptroller shall be for a term of five (5) years. The office of Parliamentarian shall be for a term of three (3) years. Both offices shall be filled by general election of the membership at the conclusion of their respective terms of office.

ARTICLE V - BOARD OF GOVERNORS

Section 1. The Board of Governors shall be the managing body of the Association and shall direct its affairs. The Board of Governors shall consist of the Officers of the Association, the elected and appointed Governors of the Association, and the Pennsylvania State Delegates, Governors, and Minority Caucus Delegate of the American Association for Justice.

Section 2. The Officers of the Board of Governors shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, Parliamentarian, the Comptroller, and the immediate Past-President. The Parliamentarian shall be a non-voting member of the Board of Governors.
Section 3. The elected and appointed Governors of the Board of Governors shall consist of eighty-three (83) members of the Association. Fifty-six (56) of these Governors shall be members of the Association elected by the membership, as follows: eighteen (18) shall be elected from and by the members residing in the federal judicial district for the western district of Pennsylvania; sixteen (16) shall be elected from and by the members residing in the federal judicial district for the middle district of Pennsylvania; twenty-two (22) shall be elected from and by members residing in the federal judicial district for the eastern district of Pennsylvania.

In addition, there shall be five (5) minority governorships which may be held only by non-Caucasian members. Two (2) of these minority Governors shall be elected from and by the members residing in the federal judicial district for the western district of Pennsylvania; one (1) of these minority Governors shall be elected from and by members residing in the federal judicial district for the middle district of Pennsylvania; and two (2) of these minority Governors shall be elected from and by the members residing in the federal judicial district for the eastern district of Pennsylvania. Governors in these five seats shall be elected to terms of two (2) years. Governors in these seats shall be exempt from requirements in Section 10 of this article. This exemption shall only apply to a Governor in one (1) of these five (5) minority seats for his or her first term as a Governor, or in one of the seven (7) Future Leaders Section seats.

Twelve (12) at large members, four (4) from each federal judicial district, shall be appointed by the President to the Board of Governors. In addition, the Chair of the Future Leaders Section and six (6) additional Future Leaders Section members, two from each federal judicial district, shall be appointed from the Future Leaders Section, and, three (3) members, one from each federal judicial district, shall be appointed from the Workers’ Compensation Section.

The term for elected members of the Board of Governors shall be two (2) years, and shall commence immediately following the federal judicial district caucus meetings held for the purpose of electing such Governors prior to the conclusion of the Annual Business Meeting. The twelve (12) at large members of the Board of Governors appointed by the President, the seven (7) members appointed by the President from the Future Leaders Section, and the three (3) members appointed by the President from the Workers’ Compensation Section shall serve one (1) year terms commencing immediately upon their appointments.

No member of the Future Leaders Section may hold a Future Leaders Section seat for more than two consecutive terms. Governors in Future Leaders Section seats shall be exempt from requirements in Section 10 of this article.

Section 4. The Governors and State Delegates from Pennsylvania for the American Association for Justice shall be voting members of the Board of Governors of this Association.

Section 5. The Board of Governors shall have at least four (4) regularly scheduled meetings in each year, but may have such additional meetings as the President shall direct. The Board of Governors may be called into special session by the President, or in the event of the President’s disability or absence, by the President-Elect or the Vice-President. A meeting of the Board of Governors shall be held upon the written request of any ten (10) members of the Board of Governors. A meeting of the Board of Governors shall be held at the annual convention. A quorum shall consist of not less than twenty-five (25) members of the Board of Governors. A member of the Board of Governors may be excused from attendance at a meeting by the President upon good cause shown. The Secretary shall have the duty of maintaining attendance records of officers and members of the Board of Governors.
removal of an officer or governor for cause may be affected by a two-thirds vote of the Board of Governors, provided that notice of intent to propose such action is given to members of the Board at least thirty (30) days prior to the vote. In addition to other grounds constituting cause for removal, two (2) unexcused absences from regularly scheduled meetings of the Board of Governors or the failure by a Board member to maintain membership in the Association as a President’s Club member (if in practice 10 years or more) or as a Sustaining member (if in practice less than 10 years) may constitute a basis for removal from office.

Section 6. Except as specifically limited by this Constitution, the Board of Governors shall have full power and authority in intervals between the business meetings of the annual conventions to do all acts and perform all functions that the Association itself duly convened at the business meeting of the annual convention may do or perform. However, whenever the membership of the Association shall have required or forbidden any act or policy at an annual convention, such action shall be binding upon the Board of Governors.

Section 7. In the event of a vacancy in the office of Vice-President, Treasurer, Secretary, Parliamentarian, or Comptroller between annual conventions of the Association, the Board of Governors shall fill such vacancy with any member of the Association in good standing by a majority vote at a regular or special meeting of the Board of Governors, such persons so elected shall serve until the next annual convention.

Section 8. In the event of a vacancy among the elected members of the Board of Governors, excepting officers, between annual conventions of the Association, the Board of Governors shall fill such vacancy with any member of the Association, in good standing from the same judicial district by a majority vote at a regular or special meeting of the Board of Governors. Such person so elected shall complete the remainder of the term of the Governor they replace.

Section 9. The Board of Governors shall have the right to appoint all executive and staff personnel that it deems necessary or appropriate to carry out the functions of the Association. The compensation and duties of all such executive and staff personnel shall be fixed by the Board of Governors.

Section 10. No person shall be eligible to serve as an officer or member of the Board of Governors unless such person has become as of the date such person’s term commences: a) at a minimum, a President’s Club member or higher if in practice 10 years or more; or (b) at a minimum, a Sustaining member or higher if in practice less than 10 years. Those five (5) Governors holding the five (5) seats reserved for non-Caucasians shall be exempt from this requirement, but only for their first term as Governor elected or appointed to any Governorship. Those seven (7) Governors holding the seven (7) seats reserved for Future Leaders shall be exempt from this requirement.

Section 11. All members of the Board of Governors should be persons of the highest integrity, who abide by exemplary standards of business and professional conduct. Board members should possess the skills and judgment, and the commitment to devote the time and attention, necessary to fulfill their duties and responsibilities. The primary responsibilities of the Board of Governors are to exercise their professional judgment in good faith, to act in what they reasonably believe to be the best interest of all members of the Association. The Board shall review and approve fundamental financial and business strategies; set policies and goals consistent with the goals and mission of the Association; review and approve operating plans
created by the Executive Committee and staff of the Association for implementation; and regularly evaluate the performance of the various committees and sections in light of current judicial, legislative and political developments.

Section 12. The District Caucus at the annual convention shall elect, from among the members of the Board of Governors, a District Whip for that district of the Association. Past or current officers of the Association are ineligible for the position of District Whip, who shall be elected for a two-year term, and only be eligible for re-election one (1) time. The duties and responsibilities of the District Whip for each district shall be as follows:

(a) The District Whip will be responsible for running the caucus at the annual convention for election of the Governors from each of the federal judicial districts within Pennsylvania, as described in Article V, Section 3 herein.

(b) The District Whip shall be responsible for leading the Association members from his or her district in finding qualified candidates from such district to be nominated at the following year’s annual convention for election to the Board of Governors. This responsibility shall include:
   (i) attempting to ensure representation on the Board by attorneys who are members of each Section of the Association;
   (ii) seeking out qualified members of the Association who have not previously served as a Governor;
   (iii) working towards increasing diversity on the Board of Governors in gender, ethnicity, age, geography, and firm type, size and field of practice; and
   (iv) ensuring that all Board members from his or her district are willing to undertake the duties and responsibilities that are inherent in serving on the Board of Governors.

(c) Throughout the year, the District Whip shall be responsible for monitoring the fulfillment of the financial and participatory commitments made by each Governor from his or her district.

(d) The District Whips shall hold voting seats on the Executive Committee and shall participate fully in that committee.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1. The officers shall be elected at the annual convention. At least one hundred and twenty days prior to the annual meeting of the members, the President shall appoint a nominating committee consisting of six members of the Association, no more than three (3) of whom shall be officers or members of the Board of Governors. The Immediate Past-President shall be chairman and the seventh member. The Nominating Committee shall submit its report to the Board of Governors at the last regularly scheduled meeting of the Board of Governors prior to the annual meeting. This meeting shall take place not less than sixty (60) days from the date of the annual meeting. The Nominating Committee shall select nominees for the offices of Vice-President, Secretary and Treasurer, and, in years where there will be a vacancy, for the offices of Parliamentarian and Comptroller. Thereafter, the Executive Director shall provide notice by email, facsimile or other means approved by the Board the names of the nominees to all members not less than forty-five (45) days from the date of the annual meeting.

Section 2. Additional nominations for the office of Treasurer, Secretary, Parliamentarian, and Comptroller shall be made by written petition, executed by fifteen (15)
members of the Association, and this petition must be submitted to the Executive Director at least thirty (30) days prior to the annual meeting of the members. The Executive Director shall provide notice to the entire voting membership by email, facsimile or other means approved by the Board of Governors, of the names of such nominees no later than twenty-five (25) days from the date of the annual meeting. There shall be no nominations for officers from the floor at the time of the election.

Section 3. Officers shall be elected by a majority of the qualified Regular, Sustaining, President’s Club, and Champion of Justice members present and voting at the annual meeting. In the event a candidate does not receive a majority of votes, a runoff election shall be held between the two candidates receiving the greatest number of votes.

Section 4. Members of the Board of Governors shall be nominated and elected at the annual convention by a majority of the members present and voting at the judicial district caucus meetings, the Workers' Compensation Section caucus meeting and the Future Leaders Section caucus meeting called for that purpose by a Governor present from each federal judicial district, or in the absence of a Governor from such district, by any member of the Board of Governors or any officer of the Association. The Section caucus meetings shall be called by the leaders of the Sections.

Section 5. No member shall be eligible for election to the offices of President, President-Elect or Vice-President for more than one (1) term. No member shall be eligible for election to the offices of Treasurer or Secretary for more than three (3) successive terms in any one office, nor to the offices of Parliamentarian or Comptroller for more than two (2) successive terms, nor to the Board of Governors for more than two (2) terms in succession, but any member may be re-elected to such office after a lapse of not less than eleven (11) months from the expiration of that person’s prior term of office. No one shall hold a Future Leaders Governorship for more than two (2) full consecutive terms.

Section 6. In the event of a contested election for any office of this Association, the President shall appoint an election committee to conduct the election. The committee shall promulgate fair rules. All contested elections shall be by secret ballot. When only one candidate for an office has been nominated, such candidate shall be declared the winner by the President at the annual meeting without the necessity of voting.

Section 7. Nominations for LAWPAC Trustees shall be made by the Nominating Committee. The Committee shall submit its recommendations for office to the Board of Governors at a meeting that shall take place no less than sixty (60) days from the annual meeting. The Board of Governors shall elect Trustees at their first meeting of the newly elected Board.

Section 8. Nominations for State Delegates, Governors and Minority Caucus Delegate of the American Association for Justice shall be made by the Nominating Committee; the Committee shall submit its recommendations for these offices to the Board of Governors at a meeting that shall take place no less than sixty (60) days from the annual meeting.
ARTICLE VII - EX OFFICIO MEMBERS OF THE BOARD OF GOVERNORS

Section 1. All past Presidents of the Association shall retain an ex officio membership on the Board of Governors of this Association, provided such past President continues to comport with the standards and objectives of the Association. Past Presidents shall be voting members of the Board for a period of five (5) years following the expiration of their terms as President.

Section 2. Any past member of the Board of Governors who has served at least two (2) terms in office is eligible for ex officio membership of the Board of Governors upon election by a Board of Governors of which such person is not a member providing such person comports with the standards and objectives of this Association.

Section 3. Ex officio membership to the Board of Governors shall entitle such member to notices that are regularly received by elected members of the Board of Governors. Ex officio members of the Board of Governors shall be entitled to attend and participate in meetings of the Board of Governors provided, however, that such ex officio members of the Board of Governors shall not have the right to vote with the exception of past Presidents as set forth in Section 1 above.

Section 4. A person who has become an ex officio member of the Board of Governors shall retain this status for life except where such person has resumed active service by re-election to the Board of Governors. All ex officio members of the Board of Governors shall be required to maintain membership in the President's Club.

ARTICLE VIII - MEMBERSHIP MEETINGS AND CONVENTION

Section 1. There shall be an annual convention of the Association to be held at a time and place fixed by the Board of Governors. At the annual convention, a full membership business meeting shall be held. The full membership business meeting, referred to as the annual meeting, shall have been preceded by at least sixty (60) days notice. Responsibility for notice of this meeting to the members shall be vested in the Executive Director of the Association.

Section 2. There shall be such interim full membership meetings as shall be called by the President with the advice and consent of the Board of Governors.

Section 3. Twenty (20) members shall constitute a quorum at any business meeting of the Association.

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

Section 5. Unless otherwise provided, all actions taken by the convention shall be by a majority vote. Robert's Rules of Order shall govern the business meeting of the convention and all other full membership meetings.
ARTICLE IX - COMMITTEES AND SECTIONS

Section 1. Committees that are deemed necessary for the work of the Association shall be called standing committees.

Section 2. The President, except where otherwise directed by these Articles, upon assuming office at the annual convention, shall at the earliest possible moment appoint a chair and at least three (3) members to serve on each standing committee during his or her term. The President, the President-Elect and Vice-President shall be ex officio members of all committees of the Association.

Section 3. In addition to the standing committees, the President shall have the discretion to establish such other special committees as he or she deems advisable or as the Board of Governors may direct, and all such committees shall operate in a manner consistent with these Articles.

Section 4. The committees shall meet from time to time at the call of the chair thereof, and it shall be the duty of the chair to call a meeting upon the written request of a majority of the committee members, or upon direction from the President.

Section 5. Except as otherwise provided, the chair of each committee shall submit a full report of its activities to the President and the Board of Governors at least annually, and each committee shall make special reports to the membership or the Board of Governors as the Association may direct.

Section 6. No committee or section shall undertake any activity involving the expenditure of funds unless first authorized by the Board of Governors of this Association, or unless approved by the Budget and Finance Committee in accordance with Article X, Section 6.

Section 7. The standing committees and sections of the Pennsylvania Association for Justice are:

(a) Nominating Committee
(b) Convention Committee
(c) Publications Committee
(d) Membership Committee
(e) Constitution and By-Laws Committee
(f) Budget and Finance Committee
(g) Legislative Policy Committee
(h) Amicus Curiae Committee
(i) Executive Committee
(j) Diversity Committee
(k) Education Committee
(l) Women Trial Lawyers Section
(m) Medical Malpractice Law Section
(n) Workers’ Compensation Section
(o) Future Leaders Section
(p) Insurance Bad Faith Law Section
ARTICLE X - FUNCTIONS AND POWERS OF COMMITTEES

Section 1. The Nominating Committee shall be chaired by the immediate past President of the Association, or in the event of the unavailability of the immediate past President, any other past President whom the President shall select. The committee shall consist of seven members, including the Chairman, of which no more than three (3) of whom shall be officers or members of the board of Governors. The purpose of this Committee shall be to recommend nominees for the office of Vice-President, Treasurer, Secretary, LAWPAC Trustees, State Delegates, Governors and Minority Caucus Delegate for the American Association for Justice, although the committee may be utilized to recommend candidates for vacancies which may occur between annual meetings. The Committee shall be selected at least one hundred and twenty (120) days prior to the annual meeting of the members, and shall submit its recommendations for office to the Board of Governors at a meeting that shall take place no less than sixty (60) days from the annual meeting.

Section 2. The Convention Committee shall be chaired by the Vice-President of the Association, and shall have the responsibility of planning the annual convention of the Association. The recommendations of the Convention Committee shall be subject to approval by the Board of Governors of the Association.

Section 3. The Publications Committee shall have the responsibility of supervising the production of the Association’s magazine, newsletter, case reporter, other periodicals and edited books.

Section 4. The Membership Committee shall have the responsibility of maintaining the membership of the Association, soliciting new members, and recommending the formation of new classes of membership.

Section 5. The Constitution and By-Laws Committee shall be chaired by the Parliamentarian of the Association, and shall have jurisdiction over matters relating to the maintenance and revision of the constitution and By-Laws of this Association.

Section 6. The Budget and Finance Committee shall be composed of six (6) Association members at large; the Treasurer who shall be the Chair; and the Comptroller, President, the President-Elect, and Parliamentarian, who shall serve ex-officio. The six (6) members at large shall serve three (3) year staggered terms. The first year subsequent to the adoption of this section, two (2) members shall be appointed for one (1) year, two (2) members for two (2) years and two (2) members for three (3) years. At large seats that become vacant will be filled by appointment of the incumbent President. Such appointments will be for the unexpired balance of the term of the seat vacated.

It shall be the responsibility of the Budget and Finance Committee to propose annually a budget for the conduct of the affairs of the Association, said budget to be presented for approval at the
last board of Governors meeting of the calendar year. The budget shall be subject to approval of the Board of Governors by a majority vote of those present and voting. The proposed budget shall be for the following calendar year, after the last Board of Governors meeting at which the budget is approved. The Budget and Finance committee shall have the responsibility of maintaining adherence to the budget as passed by the Board of Governors of the Association. The committee shall have the power to act between meetings of the Board of Governors to approve expenditures not budgeted as so long as such expenditures do not exceed two (2) percent of the total budget. Budgetary changes in excess of that amount shall be submitted to the board of Governors, or in an emergency, shall be submitted to the Executive committee of the Association.

Section 7. The Legislative Policy Committee shall have jurisdiction over all matters that relate to the Pennsylvania Legislature. The Committee shall have the power to act on legislative matters between meetings of the Board of Governors of the Association. LAWPAC Trustees shall serve as members of this Committee with such other members as are selected by the President.

Section 8. The Amicus Curiae Committee shall have jurisdiction over all matters that relate to the filing of briefs on behalf of the Association in the Appellate Courts of Pennsylvania.

Section 9. The Executive Committee shall consist of the President, President Elect, Vice President, Treasurer, Secretary, Parliamentarian, Comptroller, Immediate Past-President, the three District Whips, and six members of the Board of Governors, two from each judicial district, to be appointed by the President and approved by the Board of Governors.

Section 10. The Diversity Committee shall have the responsibility of providing a forum for issues that affect minorities. It shall be the function of this Committee to see to it that all such issues are brought to the attention of the Board of Governors of this Association, and that appropriate action consistent with the objective of this Association is taken.

Section 11. The Education Committee shall have the responsibility of developing seminar programs, selecting speakers, and choosing locations for the Association’s continuing legal education programs.

Section 12. The Women Trial Lawyers Section shall foster collegiality, business development, educational growth, and political activism among its members. This Section shall have the responsibility of providing a forum for issues that affect women as trial lawyers and for encouraging participation by women in all aspects of this Association. It shall be the function of this Section to see to it that all such issues are brought to the attention of the Board of Governors of this Association, and that appropriate action consistent with the objective of this Association is taken.

Section 13. The Medical Malpractice Law Section shall have jurisdiction over all matters relating to that field of law.

Section 14. The Workers’ Compensation Section shall have jurisdiction over all matters relating to the practice of workers’ compensation law. The Section shall annually select for appointment three (3) members to serve on the Board of Governors of the Association for a term of one (1) year.
Section 15. The Future Leaders Section shall include all attorneys in practice for less than fifteen (15) years and be open to all PAJ attorneys with less than ten (10) years of membership in the PAJ. The Future Leaders Section shall have jurisdiction over all matters relating to PAJ members with less than ten (10) years of membership in the PAJ or to attorneys in practice for less than fifteen (15) years. This Section shall annually select for appointment seven (7) members to serve on the Board of Governors, two (2) from each federal judicial district, plus the chair of the Section who can be from any district; the term shall be one (1) year. The term of office shall commence immediately upon appointment. The selection shall be made by majority vote of section members present at the Future Leaders Section caucus to be held prior to the conclusion of the Annual Business Meeting. No member of the Future Leaders Section shall serve on the Board of Governors under this provision for more than two (2) consecutive terms.

Section 16. The Insurance Bad Faith Law Section shall have jurisdiction over all matters relating to the practice of insurance bad faith law.

Section 17. The Automobile Law Section shall have jurisdiction over all matters relating to the practice of automobile law.

Section 18. The Audit Committee shall be comprised of the Comptroller and two (2) other members of the Board who are not members of the Budget and Finance Committee. The two Board members shall be appointed by the President for a one-year term at the Annual Meeting. It shall be the responsibility of this Committee to set policy pertaining to the conduct of the audit, review the audit, and make a report and recommendations to the Board following the annual audit.

Section 19. The Fundraising Committee shall be chaired by the Vice President of the Association, or if this is not practical the Vice President will serve as Vice Chair. The Committee shall be responsible for fundraising for special campaigns, such as one-time contributions, and to bolster PAJ’s lobbying and public relations efforts. The Committee will work in conjunction with LAWPAC and other trial lawyer PACs.

Section 20. The Justice Business Partners Committee shall be chaired by the President-Elect of the Association, or if this is not practical the President-Elect shall serve as Vice Chair. The Committee work with those businesses who have partnered with PAJ in its effort to protect the civil justice system. The Committee’s activity shall include but not be limited to promoting the services and products that Partners provide to PAJ members, assisting Partners in building business relationships with members, and soliciting new Partners who serve our members in promoting civil justice.

Section 21. The Presidents’ Council will be composed of the current Presidents of PAJ and Philadelphia Trial Lawyers (PTLA), who shall serve as Co-Chairs of this Committee; the immediate past presidents of both organizations; those officers next in succession to become president of PAJ or PTLA; and the current presidents of the Central Pennsylvania Trial Lawyers Association, North Eastern Pennsylvania Trial Lawyers Association, and Western Pennsylvania Trial Lawyers Association. It shall have the purpose of keeping the lines of communication open with our lobbyists and leaders, and to better coordinate efforts between organizations.
ARTICLE XI - DIVISIONS AND CHAPTERS

Section 1. Members residing in any county or federal judicial district of this state may create their own official branch or chapter of this Association upon approval by the Board of Governors provided that its purposes are consistent with the purposes of this Association.

Section 2. The Constitution and By-Laws of each official chapter shall be consistent with this Constitution and shall be subject to approval by the board of Governors.

ARTICLE XII - AMENDMENTS

Section 1. This Constitution may be amended at the annual meeting by a two-thirds (2/3) vote of the qualified regular, Sustaining, President's Club and Champion of Justice members present and voting.

Section 2. An amendment must be proposed to the President or the Secretary in writing not less than two (2) months prior to the annual meeting. Not less than one (1) month prior to the annual meeting, all proposed amendments shall be circulated to the entire voting membership by email, facsimile, or other means approved by the Board of Governors. No changes may be made to proposed amendments from the floor at the annual meeting.

ARTICLE XIII - LIMITATION OF LIABILITY

A member of the Board of Governors (for the purposes of Article XIII and XIV, a "Director") of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has both (i) breached the standards set forth in Subchapter B (Section 5711-5717) of the Pennsylvania Consolidated Statutes relating to performance of a Director's duties and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or Federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Association, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this Section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Association existing at the time of such repeal or modification.

ARTICLE XIV - RIGHT TO INDEMNIFICATION

Section 1. Mandatory Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding") whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Association, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director, officer or the Executive Director of the Association, and the basis of such proceeding is alleged action in an
official capacity as Director, officer or Executive Director, shall be indemnified and held harmless by the Association to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, against all expense, liability and loss (including attorneys’ fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person acted in good faith and in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding the foregoing, except as provided in Section 5 of this Article, the Association shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Governors of the Association. The right to indemnity under this Section 1 of this Article shall include, upon the affirmative decision of the Executive Committee of the Board of Governors, the right to be paid by the Association the expenses incurred in any such proceeding in advance of its final disposition; provided however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding shall be made only upon delivery to the Association of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article or otherwise. Unless otherwise required by law, defense of any claim subject to indemnity hereunder shall be made by counsel selected by the Association and no person shall have any right to separate or additional counsel except at their own cost and expense. The indemnification set forth in this Section 1 of this Article shall continue as to a person who has ceased to be a Director, officer or Executive Director and shall inure to the benefit of his or her heirs, executors and administrators.

Section 2. Discretionary Indemnification. The Association may, by action of the Board of Governors, provide indemnification to Directors, officers, the Executive Director, members, employees, agents, fiduciaries and other representatives of the Association, or any organization for which the person was so acting at the request of the Association, with the same, greater or lesser scope and effect as set forth in Section 1 of this Article and in the other sections of this Article.

Section 3. Denial of Right to Indemnification.

(a) Indemnification under Section 1 of this Article shall be made by the Association unless a determination is reasonably and promptly made that indemnification of the Director, officer or Executive Director is not proper under the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Governors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding ("Disinterested Directors"), (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of Disinterested Directors so directs, by independent legal counsel in a written opinion or (iii) the members of the Association.
Indemnification may be made under Section 2 of this Article as authorized in the specific case and upon a determination that such indemnification is not improper because of grounds for denying indemnification under this Article or under applicable law. Such determination shall be made in accordance with the procedure set forth in Section 3 (a) of this Article.

Section 4. Expenses in Successful Defense. Notwithstanding any other provisions of this Article, to the extent that any representative of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against reasonable expenses (including reasonable attorneys' fees) actually incurred by him or her in connection therewith subject to the second to last sentence of Section 1 of this Article.

Section 5. Right of Claimant to Bring Suit. If a claim under Section 1 of this Article is not paid in full by the Association within one hundred twenty (120) days after a written claim has been received by the Association, the claimant may at any time thereafter, within the applicable statute of limitations, bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Governors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania nor an actual determination by the Association (including its Board of Governors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 6. Non-Exclusivity of Rights. Any rights to indemnification and the payment of expenses conferred in this Article shall not be exclusive of any right that any person may have hereafter acquire under any statute, provision of the Constitution of the Association, agreement, vote of disinterested Directors or otherwise.

Section 7. Insurance. The Association may maintain insurance, at its expense, to protect itself and any Director, officer, the Executive Director, employee, agent, fiduciary or representative of the Association or another Association, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

Section 8. Interpretation. For purposes of this Article:

(a) References to "the Association" shall include only the Association and not any constituent or entity affiliated with the Association except as otherwise provided in Section 1 of this Article.
(b) A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this Article.

(c) A person who is acting at the request of the Association for another entity includes any person who is so acting by virtue of his or her position at the Association, or, is otherwise elected or asked to serve on such position for such entity.

Section 9. Amendment or Repeal. This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a Director, officer or Executive Director to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE XV - CONFLICT OF INTEREST

The Association shall adopt a conflict of interest policy for all officers, Board members and staff members. Each officer, Board member and staff member shall complete and sign a conflict of interest disclosure statement on an annual basis. Each officer and Board member shall sign the disclosure statement following the election of officers at the Annual Meeting. Staff members shall sign the disclosure statement upon acceptance of employment and each January of every calendar year for which they are employed. The Board shall draft and approve the policy and disclosure statement.