



**BYLAWS**

**ARTICLE I  
Name**

The official name of this organization shall be “Alabama Defense Lawyers Association.”

**ARTICLE II  
Purpose**

The purpose of this association shall be to bring together by association, communication and organization, lawyers of Alabama who devote a substantial amount of their professional time to the handling of civil cases and whose representation in such cases is primarily for the defense; to provide for the exchange among members of this association of such information, ideas, techniques of procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge of and improve the skills of defense lawyers; to elevate the standards of trial practice in this area and, in conjunction with similar associations in other areas, to develop, establish, and secure court adoption or approval of a high standard code of trial conduct and courtroom manners; to support and work for the improvement of the adversary system of jurisprudence in our courts; to work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation. The Alabama Defense Lawyers Association (ADLA) also values its relationship with associated associations that further ADLA's efforts to protect the integrity of the civil justice system.

**ARTICLE III  
Membership**

**Section 1.** In General. This association shall be the sole judge of the qualifications of a prospective member for membership in this association, as well as of the continuing qualifications of its individual members.

**Section 2.** Eligibility for membership. To be eligible (1) for election to membership in this association, and (2) to continue to hold membership herein, a lawyer (a) must be a member in good standing of the State Bar of Alabama; and must be either in private practice and engaged in the trial of civil litigation, primarily for the defense, or (b) be employed as corporate/in-house counsel for an insurance carrier or business entity that has manifested a genuine interest in, or alignment with, the purposes of this association as expressed in Article II thereof. Corporate/in-house counsel described in (b) above shall pay the same annual dues as all Active Members. Only 1 corporate/in-house counsel member is eligible to serve as an officer of this association at any time, and one corporate/in-house counsel member per district is eligible to serve as a Board Member on behalf of any of the 4 Districts of the association. Corporate/in-house counsel officers and Board Members are eligible to vote in the same manner as other Officers as well as Board Members in the 4 Districts. Corporate/in-house counsel must reside within the State of Alabama. U.S. Attorneys, the Attorney General of Alabama, and Assistant U.S. Attorneys and Assistant Attorneys General, provided that they devote over 50% of their litigation practice to the defense of civil actions shall be eligible for membership in the association.

**Section 3.** Nominations for Membership. Any two members of this association may nominate any eligible lawyer for membership by submitting his/her name and qualifications in writing, along with payment of the first year's dues, to the Executive Director, who shall promptly refer such nomination to the Membership Committee for investigation and report. The Membership Committee shall inquire into the character and the professional standing and qualifications of the nominee and shall report its findings and recommendations as soon as practicable to the Executive Director. Following the filing of the Membership Committee's report and recommendations with the Executive Director, the nominee(s) shall be submitted to the Board of Directors for consideration and approval. Two unfavorable votes shall be sufficient to reject the nominee. If the ballot is favorable, the Executive Director shall promptly notify the nominee of his/her acceptance to membership in this association.

**Section 4.** Vesting of membership. Upon the nominee's acceptance to membership pursuant to the procedure described in Section 3 of this Article, such nominee shall be vested with all the rights, privileges and prerogatives of membership in this association. The nominee's acceptance of membership shall be deemed an acknowledgment of the nominee's assent to the purposes of this association and of his/her intended compliance with all of the provisions of these Bylaws.

**Section 5.** Continuation of Eligibility for Membership. In the event, because of a change in type of practice or business connections, any member who shall become an Officer or Director of an association of plaintiff's attorneys, or for any other reason, a member's eligibility under these Bylaws for membership shall become questionable or cease to exist, such member shall, within a reasonable time, notify the Board of Directors with respect thereto, whereupon the Board of Directors shall determine whether such person shall be eligible for continued membership in the association.

**Section 6.** Active membership. A member who has held a state Bar License ten (10) years or more, based upon the date admitted to first bar, shall qualify as an active member and shall pay the full dues rate.

**Section 7.** Young Lawyer membership. Any member who is 40 years of age or less, or any member who has been practicing law for ten (10) years or less, based upon the date admitted to first bar, regardless of age, is automatically considered a young lawyer member. Young lawyer members shall have full voting rights and shall pay the active member dues rate.

**Section 8.** Retired membership. A member age 62 or above who is no longer engaging in the full time practice of law shall be entitled to retiree membership. Retired members shall pay  $\frac{1}{4}$  of the active member dues rate. Retired Members shall only be required to pay  $\frac{1}{2}$  of the Annual Meeting registration rate.

**Section 9.** Honorary membership. A member who is age 70 or older and is no longer actively practicing law shall receive status as an honorary member of the Association provided the lawyer was a member of ADLA for 10 consecutive years prior to retirement. Honorary members shall have their Annual Meeting registration waived.

**Section 10.** Law school student membership. Any student who is enrolled in any Alabama law school and who expresses an interest in civil law practice for the defense. Yearly membership dues for law school students are free, until such time as the Board of Directors deems it necessary to change.

**Section 11.** Government Lawyer Membership. Any member who is a full-time employee of a government agency and who participates in civil defense litigation shall qualify for Government Lawyer Membership and pay a reduced dues rate. This category of membership shall be considered active.

## ARTICLE IV

## **Suspension and Termination of Membership**

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

- (a)     Any member who shall be in default in payment of annual dues, assessments or other charges due to the association for a period of six (6) months after the same shall have become due and payable shall be suspended and not permitted to hold any office in this association, to attend any meetings at the discounted member rate, 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 member to full membership and to all the rights, privileges and prerogatives thereof.
  
- (b)     Any member who shall be in default in such payment for a period of twelve (12) months after the same shall become due and payable shall be dropped from the membership roll. A member whose membership has been so canceled shall not be entitled to restoration to membership by the mere payment of delinquent and current dues. He/she may become a member again only upon application for membership and the payment of annual dues required for all new members.

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

- (a)     Whenever in the judgment of the Board of Directors a member shall cease to possess the eligibility qualifications set forth in Article III thereof, the Board of Directors, by a vote of majority of the Board, may terminate and cancel his/her membership; whereupon said member shall be notified of such termination and cancellation in writing, and may within ten (10) days after receipt of such notice request a hearing before the Board of Directors under the circumstances and in the manner provided in Section (b) of this Section 2.
  
- (b)     The Board of Directors may, after a hearing, suspend or expel any member for grossly unprofessional or immoral conduct or for any action or conduct grossly inconsistent with, or inimical or injurious to, the purposes of this association; provided, however, that a copy of the charges made against him, together with written notice of the time and place of hearing thereon by the Board of Directors, shall have been served upon the accused member at least fifteen (15) days prior to said hearing; and provided further, that the accused member shall have full opportunity to be heard in his/her own defense before said Board. A majority vote of the Board of Directors shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of his/her suspension. A member expelled may petition for re-payment of the required initiation fee and just dues, and may be, by the Board of Directors, re-admitted to membership.

## **ARTICLE V**

### **Dues, Fees, Assessments and Charges Levied**

**Section 1.**     Every member, at the time of his/her admission to membership, shall pay the annual dues for the fiscal year for which he/she is admitted to membership, as established by the Board of Directors.

**Section 2.**     The annual dues shall be the current annual dues in effect as established by the Board of Directors. The dues shall be fixed by the Board of Directors at each Annual Meeting of the Board, and shall become

due and payable on or before the first day of ADLA's fiscal year each year.

**Section 3.** The Board of Directors shall be authorized to levy such assessments and charges from time to time as may be necessary to meet unusual expenditures or to finance a special project or program in furtherance of the purposes of this association; provided, however, that any such proposed assessment may be nullified by a membership vote by members of this association present and voting at a meeting called for such purpose and held within thirty (30) days after the mailing of written notice to each such member of such proposed assessment, and provided further that the total assessment during any fiscal year may in no event exceed the sum of \$100.00, exclusive of the dues and fees enumerated in Section 1 and 2 hereof. Any assessment or charge levied by the Board of Directors shall be due and payable ten (10) days after notice thereof is mailed.

**Section 4.** The fiscal year of the association shall be at a time established by the Board.

**ARTICLE VI**  
**Meetings of Membership;**  
**Election of Officers and Directors**

**Section 1.** Annual Meeting. The Annual Meeting of this association shall be held 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 or electronically communicated by the Secretary to the members at least thirty (30) days in advance of such Annual Meetings.

The President, either before or at the opening session of the Annual Meeting, 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 meeting as the Officers of the association for the coming year and to fill vacancies on the Board of Directors. The Nominating Committee shall include a past president, one member from each district, a Young Lawyers board member, the Chair of the Membership Committee, and one member at large.

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 Bylaws are adopted in general session by the charter members of this association.

**Section 2.** Special Meetings. Special Meetings of the members may be called by the President, the Executive Committee or the Board of Directors whenever he/she or it deems the same necessary and advisable; and whenever there is delivered to the President or the Secretary by mail or by electronic communication a written request for a Special Meeting signed by 25 members of this association, it shall be the duty of the President, or, in the case of his/her absence, disability or refusal to act, the duty of the President-Elect, to call a Special Meeting. Written notice of the calling of a special meeting shall be mailed or electronically communicated at least thirty (30) days in advance of the holding thereof. Such notice shall state the object of the Special Meeting and the time and place at which the same shall be held, and no business except that stated in the notice shall be transacted thereat.

**Section 3.** Twenty-five (25) members in good standing constitute a quorum at any Annual or Special Meeting of this association. A majority of the members present and voting shall be necessary for the adoption of any matter voted upon at such meeting.

**ARTICLE VII**  
**Board of Directors**

**Section 1.** There shall be a Board of Directors which shall consist of:

- (a) the officers of the Association;
- (b) twelve (12) directors with three (3) from each of the following Board Districts:
  - (i) District I consisting of all of the counties of the Federal Court Northern District of Alabama except Jefferson and Shelby counties;
  - (ii) District II consisting of Jefferson and Shelby counties;
  - (iii) District III consisting of all of the counties of the Federal Court Middle District of Alabama; and
  - (iv) District IV consisting of all of the counties of the Federal Court Southern District of Alabama
- (c) the Alabama State Representative to the Defense Research Institute;
- (d) The President of the Women in the Law Section
- (e) the Chair of the Association's Young Lawyer Section; and
- (f) the immediate past president.

The Board District Directors shall be elected by the Association at its Annual Meeting for terms of three (3) years each, which terms shall be staggered in such a manner that at each Annual Meeting the term of one (1) director from each of the four (4) Board Districts shall expire and be filled as herein provided. There is no limitation on the number of terms a member may serve as a director.

The State Representative to DRI shall serve a three-year term, and upon the expiration of the term, the then Immediate past president of this Association will become the DRI State Representative. In the event there is a vacancy in that office, or any immediate past president declines to serve, then the president of the association at the time of the vacancy or election not to serve, shall appoint a member in good standing who is also a member of DRI, to serve a three year term or the balance of the term in which the vacancy occurred.

**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 Bylaws. The Board shall determine its own rules of procedure. Five (5) members of the Board qualified to vote shall constitute a quorum for the 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 President or any five (5) Directors. Notice of the calling of a special meeting of 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 by written notice, mailed or electronically communicated by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting or unusual circumstance where time is of the essence.

**Section 4.** 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) To levy special assessments and charges on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of

this association, but any such levy shall be subject to vote of the members of this association as provided in Section 3 of Article V thereof.

- (c) To appoint officers to fill any vacancies, which may occur in any elective office or in the Board of Directors by reason of 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 term of such office.
- (d) To hire an Executive Director 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. The said Executive Director or employee shall be an ex-officio member of the Board, without the right to vote.
- (e) 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 Bylaws.
- (f) To create, organize, and prescribe the duties and responsibilities of such standing committees, substantive law sections, or special task forces, or to dissolve the same, which the Board shall deem necessary and appropriate.

**Section 5.** The President shall be Chairman of the Board of Directors and as such Chairman, he/she or his/her substitute in his/her absence shall vote only in the event of a tie vote. In his/her absence, the President-Elect, in the absence of both, the immediate Past President, and in the absence of all three, the Secretary or member of the Board selected by the Board, shall act as such Chairman.

**Section 6.** 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.

**Section 7.** There shall be an Executive Committee, which shall consist of the President, President-Elect, immediate Past President, Secretary and Treasurer, and two (2) other Directors appointed by the Board of Directors. The Executive Committee shall have and exercise such of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors as may be delegated to it by resolution of the Board.

## **ARTICLE VIII Officers and Their Duties**

**Section 1.** The officers of this association shall be a President, President-Elect, Secretary, and Treasurer. The offices of secretary and treasurer may be held by the same person.

**Section 2.** Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this association.

**Section 3.** Officers shall be elected by this association at its Annual Meeting, and shall take office at the conclusion of such meeting and serve for a term of one (1) year and until their successors are elected and installed.

**Section 4.** The duties of the officers shall be as follows:

**PRESIDENT.** The President shall preside at all meetings of this association and of the Board of Directors. He/she shall be the chief executive officer of this association and shall exercise such executive and appointive powers as the Bylaws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. He/she shall be an ex-officio member of all committees, other than the Executive Committee, without the right to

vote.

**PRESIDENT-ELECT.** The President-Elect shall assume the duties of the President upon his/her request or when absent, and shall succeed to the office of President upon the resignation, inability or refusal to act, or death of the President. He/she shall be an ex-officio member of all committees, other than the Executive Committee, without the right to vote. He/she will serve as chair of the Education Committee and will be responsible for planning and implementing all CLE at the Annual Meeting.

**SECRETARY.** The Secretary shall keep minutes of all of the proceedings of the members and Board of Directors, and shall maintain a record of names and addresses of the members of this association. He/she shall serve as ex-officio member of all committees, other than the Executive Committee, without the right to vote. He/she shall prepare and send to the members of this association notices of any and all Special Meetings of this association and other such notices as may be required by these Bylaws 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.

**TREASURER.** The Treasurer shall collect and receive all fees, dues and assessments from the members of this association, and all monies due and payable to this association from any source. He/she shall make disbursement of any monies and funds in his/her possession or control only in accordance with orders 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. He/she shall give a financial report during the membership business session at the Annual Meeting or at any other special called meeting as requested by the President. 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 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.

## **Article IX** **Special Sections and Committees**

Section 1. **Committees.** The Board of Directors shall implement committees, as it deems appropriate, to promote and accomplish ADLA's mission. Each committee chair is appointed by the President.

- (a) **Membership Committee.** Members of the committee shall be appointed by the President and each will serve a three (3) year term. Committee members shall consist of four (4) district members, one from each district and four (4) Ad Hoc members, one of which shall be a young lawyer section member. The committee chair is appointed by the President. The purpose of this committee is to recruit new members, assist with membership retention effort is, and review nominations for membership submitted by the Executive Director. Once nominations for membership are approved for recommendation by the committee, the Executive Director will present the nominations to the Board of Directors for final approval.

Section 2. **Special Sections.** Special sections within ADLA exist to promote the mission and member benefits of the association to its younger members.

- (a) **Young Lawyers Section ("YLS").** The officers of this section shall be the Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair, and Immediate Past Chair. The Chair may appoint others to serve as district officers. The purpose of this section is to encourage participation of members

of the YLS in order to prepare them for leadership positions in ADLA, as well as hosting social and CLE events throughout the year. The YLS shall make recommendations to the Board of Directors concerning any issues relating to young lawyer members. An allotted portion of the yearly membership dues paid by young lawyer members will, in the discretion of the ADLA Board of Directors, be used for new YLS member recruitment, retention, CLE programs, professional development and other YLS projects as recommended by the YLS Board of Directors, however the disbursement of funds will be at the discretion of the ADLA Board of Directors.

- (b) Law School Student Section. Any student who is enrolled in any Alabama law school and who express an interest in civil law practice for the defense, can join ADLA as a law school student member. ADLA recognizes the importance of Alabama law schools and offers support through special awards and scholarships to students who demonstrate exemplary talent in civil defense law. Scholarships and awards are given at the discretion of the Board of Directors.
- (c) Women in the Law Section (“WITL”). The officers of this section shall be the President, President-Elect, and Immediate Past President. The President will appoint others to serve on various committees within the section. The purpose of this section is to encourage participation of members of the WITL in order to prepare them for leadership positions in ADLA, as well as hosting philanthropy, social and CLE events throughout the year. The WITL shall make recommendations to the Board of Directors concerning any issues relating to female lawyer members. An allotted portion of the yearly membership dues will, in the discretion of the ADLA Board of Directors, be used for new WITL member recruitment, retention, CLE programs, professional development and other WITL projects as recommended by the WITL officers; however the disbursement of funds will be at the discretion of the ADLA Board of Directors.

## **ARTICLE X** **Amendments**

These Bylaws may be amended at any Annual or Special Meeting of this association at which there is a quorum by a two-thirds vote of the members present and voting; provided, however, that a copy of such proposed amendment has been submitted in writing to the Secretary, who shall present the same to the Board of Directors at least fifteen (15) days in advance of the Board Meeting at which the proposed change is to be voted on by the Board, for its consideration and recommendations prior to the session of the meeting at which the proposed change is to be voted upon by the membership.

## **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 Bylaws.

Amended by the members and board of directors of Alabama Defense Lawyers Association on this date 14<sup>th</sup> day of June 2025.



W.M. Bains Fleming III, President

June 14, 2025  
Date Adopted