

AMENDED AND RESTATED BY-LAWS

LITIGATION SECTION OF THE DELAWARE STATE BAR ASSOCIATION

ARTICLE I: IDENTIFICATION

1.1 **NAME.** This Section shall be known as "The Litigation Section" and shall be hereinafter designated as "the Section."

1.2 **PURPOSE.** The general purpose of the Section shall be the promotion of the objects of the Delaware State Bar Association (hereinafter "the Association") from the perspective of attorneys engaged in the litigation of civil matters. To that end, it shall be the purpose of the Section to improve the public service rendered by its members in legal matters, to promote the professional development and interests of its members, to serve the community in which its members live and practice, and to provide a common meeting ground for all attorneys who represent litigants in the courts of this jurisdiction.

1.3 **LIMITATIONS.** These by-laws have been adopted subject to the by-laws of the Association, as amended from time to time.

ARTICLE II: MEMBERSHIP

2.1 **ENROLLMENT.** Any member in good standing of the Association shall, upon request to the Secretary or membership coordinator of the Association, be enrolled as a member of the Section by the payment of annual Section dues.

2.2 **THE MEMBERSHIP.** Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the membership of the Section.

2.3 **DUES.** Dues for membership in the Section shall be in an amount set by the Executive Committee of the Association (hereinafter "the Executive Committee"), payable upon enrollment and thereafter annually in advance each year at the beginning of the Association's fiscal year succeeding such enrollment, except that newly admitted members of the Delaware bar shall be exempt from the payment of dues for the balance of the fiscal year in which they are admitted.

ARTICLE III: COMMITTEES

3.1 **COMMITTEES.** The Section may establish such committees as it deems necessary and desirable to promote effectively the goals and activities of the Section.

3.2 **CHAIRPERSONS AND MEMBERSHIP.** The Chairperson of the Section shall appoint the chairpersons and members of each committee of the Section.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

4.1 ANNUAL MEETING. The Section shall hold an annual meeting and such other meetings of its members at such time and place as the governing body of the Section shall determine.

4.2 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. Election of officers and members of the Council, as identified in Sections 5.1 and 6.1 herein, respectively, or any special election called to fill a vacancy in such position, shall be by a majority vote of the members present at a meeting of members of the Section duly called and noticed for such purpose. Absent members may vote in an election, or special election, by proxy in such form and manner as may be approved from time to time by the Council.

4.3 CONTROLLING VOTE. The action of the Section shall be by majority vote of a quorum of the members present or, in the case of an election or special election, present or voting by proxy.

4.4 VOTING ELIGIBILITY. Any member of the Association and the Section whose good standing can be certified by the records of the Association shall be eligible to vote.

4.5 AGENDA. Among the matters of business to be transacted at the annual meeting of the membership shall be the election of Section officers and Council and such other matters as shall be decided by the Chairperson or Council.

ARTICLE V: OFFICERS

5.1 OFFICERS. The officers of the Section shall be the Chairperson, the Vice-Chairperson, the Secretary, and the Immediate Past Chairperson.

5.2 NOMINATIONS, ELECTIONS, AND CONFIRMATION. The officers of the Section shall be elected by the members of the Section from among those members nominated by any member of the Section at an annual or special meeting of the Section called for that purpose. The Chairperson shall tally and confirm the votes cast by the members and the Secretary shall attest to the results.

5.3 CHAIRPERSON. The Chairperson, or in her/his absence, the Vice-Chairperson, shall preside at all meetings of the Section and of the Council of the Section. The Chairperson shall succeed to the position of Immediate Past Chairperson. If the Chairperson is unable or unwilling to assume the position of the Immediate Past Chairperson, the position shall remain vacant for that year. In the event that the position of Chairperson becomes vacant during his/her term, the Vice-Chairperson shall become the Chairperson for the remainder of the term. If the Vice-Chairperson of the Section is unable and unwilling to serve as Chairperson, the Executive Committee of the Association shall appointment a member of the Section as Chairperson for the remainder of the term.

5.4 IMMEDIATE PAST CHAIRPERSON. The Immediate Past Chairperson shall aid the Chairperson in the performance of his/her responsibilities in the manner and to the extent that the Chairperson may request.

5.5 VICE-CHAIRPERSON. The Vice-Chairperson shall aid the Chairperson in the performance of his/her responsibilities in the manner and to the extent that the Chairperson may request. The Vice-Chairperson shall not necessarily succeed to the position of Chairperson, but the office shall be filled in accordance with the process set forth in Section 5.2 hereof.

5.6 SECRETARY. The Secretary shall perform the normal functions of a secretary, including the recording of minutes of meetings of the officers and the Council and of the membership, and the Secretary shall attest to the results of the election of officers and at large members of the Council as set forth in Section 5.2 hereof. The Secretary shall not necessarily succeed to the position of Vice-Chairperson, but the office shall be filled in accordance with the process set forth in Section 5.2 hereof.

5.7 TERM. The officers of the Section shall serve a term of one year beginning on the first day of July of each year, except that any officer elected in a special election shall serve only the balance of her/his predecessor's term then remaining. Nothing herein shall prohibit any officer from being re-elected to the same or different office in successive or future years.

ARTICLE VI: THE COUNCIL

6.1 NOMINATIONS, ELECTIONS, AND CONFIRMATION. The Council of the Section (hereinafter "the Council") shall consist of the officers of the Section and five (5) members of the Section elected at large. Members of the Council at large shall be nominated, elected, and confirmed in the same manner as that provided for officers in Section 5.2 hereof.

6.2 POWERS. The Council is the governing body of the Section and the business and affairs of the Section shall be managed by, or under the direction of, the Council. The Council shall authorize all commitments that entail the payment of money and the expenditure of all funds appropriated for the use of the Section. The Council shall not, however, authorize commitments that entail the payment of more money during any fiscal year than the amount appropriated to the Section for the fiscal year. The Council shall also have the power to create or terminate special and standing committees of the Section, determine the functions and duties of those committees, and specify the number of the committee members. No action of any committee of the Section shall be effective until approved by the Council or by the Section membership.

6.3 TERM. The members of the Council shall serve a term of one year beginning on the first day of July of each year, except that any member of the Council elected in a special election shall serve only the balance of his/her predecessor's term then remaining.

Nothing herein shall prohibit any member of the Council from being re-elected to the Council or as an officer of the Section in successive or future years.

ARTICLE VII: PUBLIC STATEMENTS, LEGISLATION, AND PUBLIC POLICY

7.1 APPROVAL PROCEDURES. The Section may not make public statements on proposed legislation or matters of public policy except in accordance with this Article VII. A proposal to make public comment on behalf of the Association on proposed legislation or matters of public policy must be approved by the Section at a duly called meeting with notice of the matter at issue (including a general summary of the proposal to be considered) through a vote of the majority of the members of the Section present. Once approved, such proposal must be presented to the Executive Committee for consideration pursuant to the by-laws of the Association and procedures of the Executive Committee.

7.2 INDEPENDENT STATEMENT. If the Executive Committee declines to approve a request of the Section to make a public statement on proposed legislation or on a matter of public policy, the Section may nevertheless, on its own behalf (subject to the following proviso in this sentence), make such recommendation on legislation or publicly express its views on such matters of public policy; provided (1) that the Section shall always include in any subsequent public written or oral comment on the matter the disclaimer that the position stated represents the views only of the Section and that the Association as a whole has not taken a position on the matter, and (2) that the Section provides advance written notice to the President, President-elect, and the Executive Director of the Association that the Section is taking public action.

ARTICLE VIII: OVERRIDING AUTHORITY

8.1 ASSOCIATION BY-LAWS. The Section shall be bound by these by-laws and by the by-laws of the Association and shall not take any action which is inconsistent therewith.

8.2 RESOLUTIONS OF THE EXECUTIVE COMMITTEE. Notwithstanding any authority of the Section contained in these by-laws or the by-laws of the Association, such authority is subject to any resolution of the Executive Committee.

ARTICLE IX: AMENDMENT


9.1 PRIMARY METHOD. In the absence of contrary action by the Executive Committee, only the Executive Committee shall have the power to amend, alter, or repeal these by-laws by majority vote of a quorum of the Executive Committee at a duly constituted meeting.

9.2 ALTERNATE METHOD. The Executive Committee may vest the right to make, alter, or amend any or all of these by-laws in the Council of the Section.


APPROVED this 10th day of June, 2011, by the undersigned members of the Council:




David A. Felice, Chairperson



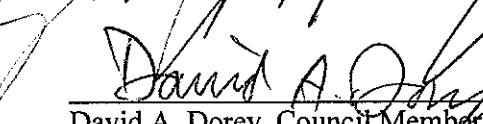
David J. Soldo, Vice-Chairperson



Johnna M. Darby, Secretary



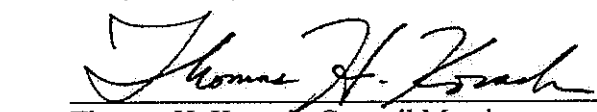
Julie M. Donoghue, Council Member



David A. Dorey, Council Member



Barry M. Klayman, Council Member



Thomas H. Kovach, Council Member



Karl G. Randall, Council Member