

BY-LAWS OF THE
CIVIL LITIGATION SECTION
OF THE
PENNSYLVANIA BAR ASSOCIATION

ARTICLE I

Name and Purpose

Section 1. This Section shall be known as the Civil Litigation Section.

Section 2. The purpose of this Section shall be to promote the objects of the Pennsylvania Bar Association within the particular fields designated by the name of the Section, and, to that end, to further the development of the law and procedures related to civil litigation; to stimulate and extend the study of these fields; to cooperate in obtaining uniformity with respect to both legislation and administration in all matters concerning the law and procedures related to civil litigation; and to simplify and improve the application of justice in these fields of the law.

ARTICLE II

Membership

Section 1. Each member of the Section shall pay to the Pennsylvania Bar Association annual dues in an amount to be determined from time to time by the Section Council, with any necessary approval by the Board of Governors of the Pennsylvania Bar Association. Any member of the Association, upon request to the Secretary of the Association, and upon payment of dues for the current year, shall be enrolled as a member of this Section. Thereafter, said dues shall be paid in advance each year. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section. Members so enrolled whose dues are so paid shall constitute the membership of this Section.

ARTICLE III

Officers and Council

Section 1. The Officers of this Section shall be a Chair, a Chair-Elect, a Vice-Chair, a Secretary, a Treasurer, the Immediate Past Chair and the Section Delegate to the PBA House of Delegates.

Section 2. There shall be a Council, which shall consist of the Section Officers, fifteen other members to be elected by the Section as hereinafter provided, and all former Chairs of the Section who shall serve in an Ex-Officio capacity. Election of Council members should give consideration to Section members who have not previously served on Council over reappointing members who have previously served as former Chairs of the Section and who may, therefore, serve in an Ex-Officio capacity. Consideration shall also be given each year to nominating members of the judiciary to serve on Council, such that each year there will be at least one member of the judiciary on Council.

Section 3. Committee Chairs, who are not otherwise Council Members, shall be deemed Ex-Officio members of Council and shall abide by the same requirements of all other Council Members, except that they will not be deemed voting members of the Council.

Section 4. The Section Officers shall be nominated and elected, in the manner hereinafter provided, at each annual meeting of the Pennsylvania Bar Association, to hold office for a term beginning at the close of the annual meeting at which they shall have been elected, and ending at the close of the next succeeding annual meeting of the Association, and until their successors shall have been elected and qualified.

Section 5. Five of the fifteen elected members of the Council shall be nominated and elected at each annual meeting for terms of office to begin immediately and to continue for three years. Any vacancy existing in any three-year membership on the Council by reason of death or resignation shall be filled by vote of the Council except the vacancy shall be filled by vote of the membership at the annual election should such vacancy occur within one month before the annual meeting of any year. Such replacement member of the Council shall serve only to the end of the three-year term to which his or her predecessor had been elected. It is intended that the terms of only five of the fifteen elected Council members shall expire at the end of each annual meeting.

Section 6. No person shall be eligible for election as a member of the Council, other than as a Section officer, if he or she is then a member of the Council and has been such member continuously for a period of four years or more

Section 7. If any member of the Council shall fail to attend three successive meetings of the Council, and such failure has not been excused for cause by the Chair or the majority vote of the Council, the Chair shall by letter to all Council members declare such member to have automatically resigned, and the member shall be replaced for his or her unexpired term as provided in Section 4 of this Article. A member of Council may not be excused from attending all meetings of the Council. Inability to attend meetings of the Council due to a standing conflict with the meeting time will make a person ineligible to be a member of Council.

ARTICLE IV

Nominations and Elections

Section 1. The Section Chair shall appoint a nominating committee to submit to the Section at its annual meeting nominations for Treasurer, Section Delegate and to fill vacancies of members of the Council. To be eligible to be an officer, a person must have served on Council for at least one year, but does not need to be a current member of Council. All other officers will cycle up, i.e., Treasurer will become Secretary, Secretary will become Vice Chair, Vice Chair will become Chair-Elect and Chair-Elect will become Chair.

Section 2. The nominating committee shall be comprised of the Chair-Elect, two members of Council whose terms are not expiring, the immediate Past Section Chair, and at least one other Past Section Chair. The nominating committee shall be chaired by the immediate Past Section Chair, who shall make and report nominations to the Section membership for officers and members of Council to succeed those whose terms will expire at the close of the annual meeting and members of Council to fill those vacancies for which there is a non-expired term. When making nominations, the nominating committee shall consider all forms of diversity, including location and practice area.

Section 3. At the annual meeting the election of officers and members of the Council shall be held. In the event that there is more than one nominee for any office, the vote shall be by written ballot.

ARTICLE V

Duties of Officers

Section 1. *Chair*. The Chair or, in the absence of the Chair, the Chair-Elect shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present at each annual meeting of the Pennsylvania Bar Association a report of the work of the Section for the then closing year. The Chair shall, with authorization of the Council, appoint such Committees as are deemed appropriate to carry on the work of the Section. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. *Chair-Elect*. Upon the death, resignation or during the disability of the Chair, or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of his or her term, except in case of disability of the Chair, and then only during so much of the term as the disability continues. In such instances, the Chair-Elect shall also hold the title of Acting Chair.

Section 3. *Vice-Chair*. The Vice-Chair shall serve at the direction of the Chair and shall, upon the Chair and Chair-Elect's refusal to act, perform the duties of the Chair for the remainder of his or her term, except in case of disability of the Chair and Chair-Elect, and then only during so much of the term as the disability continues.

Section 4 *Secretary*. The Secretary shall keep minutes of all meetings of the Section and of the Council and record any action that may be taken by consent without a meeting. The Secretary shall distribute the minutes as requested by the Chair. The Secretary shall summarize and report on such proceedings of Council and of the Section as may be requested from time to time by the Chair.

Section 5. *Treasurer*. The Treasurer shall act as the chief financial officer for the Section and shall maintain records of its revenues and expenditures. The Treasurer shall report on the financial condition of the Section at meetings of the Council and Section and as otherwise requested by the Chair.

Section 6. *Section Delegate*. The Section Delegate shall act as the Section's representative at the House of Delegates and shall not simultaneously be a Delegate for any zone, other section or in any other capacity. The Section Delegate shall report to Council proceedings of the House of Delegates.

ARTICLE VI

Duties and Powers of the Council

Section 1. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Constitution and By-Laws of the Pennsylvania Bar Association and the By-Laws of this Section. It shall specifically authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall be received from dues and previously appropriated to the Section for such fiscal year; provided, however, any moneys, excluding unexpended appropriations, remaining in the Section's reserve fund shall be considered as moneys received by the Section and subject to be used by Council action as aforesaid.

Section 2. A majority of the Council shall constitute a quorum for the transaction of all business and a majority of the quorum may approve any action requiring a vote of Council. The Chair may canvass the Council by email, mail and/or telephone, which shall constitute a quorum, and a majority of all Council members shall be required for a vote by email, mail or telephone to constitute approval of any action requiring a vote of Council the same as if the Council actually met in person or by group conference call for action upon the question involved.

Section 3. The Council may authorize the Chair to appoint committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the By-Laws of the Pennsylvania Bar Association.

Section 4. If a vacancy in the office of Chair occurs, the Chair-Elect in consultation with the other officers shall decide whether the officers rotate up and have Council appoint a new Treasurer for the remainder of the term or whether the Chair-Elect performs the duties of Chair for the remainder of the term while remaining Chair-Elect and does not become Chair until the next annual meeting in the ordinary course of officer succession. If a vacancy occurs in the office of Chair –Elect, Vice-Chair, or Secretary, the Chair in consultation with the other officers shall decide whether the officers rotate up and have Council appoint a new Treasurer, whether the vacancy may remain until the next annual meeting or whether the Council shall appoint a new officer to fill the vacancy with the other officers maintaining their positions. If a vacancy occurs in the office of Treasurer or Section Delegate, the Council shall fill the vacancy by majority vote of the Council. The Council shall also fill vacancies occurring in any of the elected Council members' seats occurring more than one month before the annual meeting of any year. Any officer or Council member selected as aforesaid by the Council to fill any interim vacancy shall serve for the remainder of the term of any vacancy for which he or she has been selected. Any vacancy in any of the elected Council members' seats occurring less than one month before the annual meeting, shall be filled by the membership at the annual meeting as in Article IV provided, nominations for any such interim vacancy to be by majority of the Council.

Section 5. Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing (which includes email), upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally by said member at such meeting.

Section 6. The Chair may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing over their respective signatures or by telephone or by email, to the Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request it was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority shall constitute the binding action of the Council.

Section 7. The Council shall have complete authority to act on behalf of and to bind the Section on any and all matters arising between annual meetings of the Section.

ARTICLE VII

Committees

Section 1. The Chair shall appoint such standing and special Committees of the Section relating to the subject matters within the Section's field of activities, and with such powers, duties and procedures as the Council may from time to time determine. All reports of standing or special Committees shall be transmitted to the Section Chair by the Chair or other authorized member of the Committee. No report or any part thereof shall be made public unless and until approved by the Section and authorized and approved by the Board of Governors of the Association.

Section 2. Chairs of each Committee of the Section appointed by the Chair shall be deemed Ex-Officio members of the Council, if they are not already elected members of the Council. The Committee Chairs shall be expected to regularly attend Council meetings so that they are able to report on the activities of their respective committees and may be aware of the general projects and positions and concerns of the Section Council so as to advise their respective Committees. They shall not, however, be conferred with voting rights on the Council unless otherwise elected to Council.

Section 3. Each member of Council shall be appointed to at least one Committee unless excused by the Chair or unless the number and size of the Committees do not require all members of Council to be involved.

ARTICLE VIII

Meetings

Section 1. The annual meeting of the Section shall be held during the annual meeting of the Pennsylvania Bar Association, in the same city or place as such annual meeting of the Pennsylvania Bar Association, with such program and order of business as may be arranged by the Council.

Section 2. Special meetings of the Section may be called by the Chair upon approval of Council, at such time and place as the Council may determine.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section shall be by a majority vote of the members present.

ARTICLE IX

Miscellaneous Provisions

Section 1. The fiscal year of the Section shall be the same as that of the Pennsylvania Bar Association.

Section 2. All bills incurred by the Section, before being forwarded to the Pennsylvania Bar Association for payment, shall be approved by the Chair or the Treasurer, or, if the Council shall so direct, by both of them.

Section 3. No salary or compensation shall be paid to any officer, council member or member of a committee.

Section 4. Any action by this Section must be approved by the Pennsylvania Bar Association before it becomes effective as the action of the Pennsylvania Bar Association. Any resolution adopted or action

taken by this Section may, on request of the Section, be reported by the Chair to the Board of Governors or House of Delegates of the Pennsylvania Bar Association for the Association's action thereon.

Section 5. These By-Laws shall become effective upon the adoption thereof by the membership of the Section after approval by the Board of Governors of the Pennsylvania Bar Association.

Section 6. All printing for the Section, or for the Council, or for any committee of the Section shall be done only on authorization of the Council.

ARTICLE X

Amendments

These By-Laws may be amended with prior notice to members at any meeting of the Section by a two-thirds majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a two-thirds majority of the Council, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of the Pennsylvania Bar Association.

Unanimously approved by the Board of Governors June 25, 2020.