

DEFENSE COUNSEL OF RHODE ISLAND

**BYLAWS – ADOPTED JUNE 23, 2010, AMENDED JUNE 11, 2014,
AMENDED DECEMBER 17, 2015, AMENDED DECEMBER 15, 2016,
AMENDED JUNE 8, 2017**

ARTICLE I - NAME AND ORGANIZATION

The Defense Counsel of Rhode Island, hereinafter referred to as “DCRI” or the “Association”, is a not for profit corporation organized under the Rhode Island Nonprofit Corporation Act.

There shall be no stock issued.

ARTICLE II – PURPOSE

The purposes for which this Association is organized shall be to promote improvements in the administration of justice and enhance the service of the legal profession to the public; to support and work for the improvement of the adversary system of jurisprudence in the operation of the courts; to encourage the prompt, fair and just disposition of tort litigation; to enhance the knowledge and improve the skills of defense lawyers; to advance the equitable and expeditious handling of civil disputes; to work for the elimination of court congestion and delays in civil litigation; and to carry on other related and similar activities in the public interest.

ARTICLE III – MEMBERSHIP

Qualifications for Full Membership - Any person:

- (a) Who is a member in good standing of the Bar of the State of Rhode Island; and
- (b) Who is engaged actively in the practice of law, primarily devoting herself or himself in handling the defense of civil disputes or who is engaged as in house counsel employed by a corporate entity devoting herself or himself in handling and/or supervising the defense of civil disputes; and
- (c) Whose firm’s or company’s primary office or the primary office of the member is domiciled within the State of Rhode Island and the majority of the member’s practice is comprised of matters which are pending in Courts and/or Tribunals within the jurisdiction of the State of Rhode Island; and
- (d) Who is of high professional standing.

Qualifications for Associate Membership – Any person:

1. (a) Who is a member in good standing of the Bar of the State of Rhode Island; and

(b) Who is engaged actively in the practice of civil litigation, primarily devoting herself or himself in handling the defense of civil disputes; and

- (c) Who is of high professional standing; or
- 2. (a) Who is engaged actively in the practice of law, devoting herself or himself as in house counsel employed by a corporate entity devoting herself or himself in handling and/or supervising the defense of civil disputes; and
- (b) Who is of high professional standing.

An associate member shall have the same rights and privileges of a full member, except that an associate member shall have no voting privileges nor be eligible to serve as an Officer or Director.

The Board of Directors may from time to time establish other classes of membership under terms and conditions established by the Board of Directors which are not inconsistent with the purpose of this Association.

The Board of Directors may make such rules as it shall deem necessary to make effective the intent of these qualifications and to provide for election to membership.

When the practice of a member no longer meets the standards of qualifications for membership, that member shall resign, or his or her membership shall be terminated by the Board of Directors. However, a member may be eligible for emeritus membership status, to be approved by the Board of Directors, if he or she has been a member of the Association for not less than fifteen years and has retired from the active practice of law.

ARTICLE IV - ADMISSION DUES AND FEES

Each member shall pay annual dues for the year for which he or she is admitted to membership and shall pay annual dues thereafter. Annual dues for each classification of membership shall be fixed by the Board of Directors. Annual dues shall become due and payable on or before June 30. The Board of Directors may also fix the fees to be charged for admittance to any event or meeting sponsored by the Association.

Honorary Members. The Board of Directors may, within its sole discretion, designate as Honorary Members of the Association members in good standing of the Rhode Island State Bar.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Initial Board of Directors designated in the Articles of Incorporation consists of fourteen (14) members who shall serve until the first annual meeting of the members in June 2004. Thereafter, the Board of Directors shall consist of ten (10) members exclusive of ex officio members. There shall be not more than two Directors from any one law firm or company. No more than two (2) Directors shall be employed and/or associated with law firms whose primary office is not located within the State of Rhode Island. The Directors shall be elected by this Association at the annual meeting thereof for terms of two (2) years each. Each Director shall assume his or her office immediately after adjournment of the annual meeting at which he or she is elected. In addition, the current state representative of the Defense Research Institute (DRI) shall also serve on the Board of Directors in an ex officio capacity, provided that the DRI

state representative is a member of this Association. The co-chairs of the Young Lawyers Division of Defense Counsel of Rhode Island shall serve on the Board of Directors in an ex officio capacity, provided, however, that the co-chairs of the Young Lawyers Division shall collectively have only one vote at board meetings.

Section 2. The President, President-Elect, Vice-President, Secretary, Treasurer and Immediate Past President of this Association shall be ex officio members of the Board of Directors and shall be entitled to vote with the Board of Directors at all regular and special meetings thereof.

Section 3. Directors 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 4. Regular meetings of the Board shall be held at the annual meeting of this Association and at such other times as the Board by resolution shall determine.

Section 5. Special meetings of the Board may be held 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 at the last regular meeting of the Board preceding the holding of the special meetings so called or by written notice mailed to each member of the Board at least five (5) days in advance of the holding of such meeting or by generally recognized overnight delivery service or by emailing notice to the email address provided by the member.

Section 6. The President shall preside at all meetings. In the President's absence, the President-Elect shall preside. In the absence of both, the Vice President shall preside.

Section 7. The Board shall determine its own rules of procedure. Four (4) members of the Board shall constitute a quorum for the transaction of business at a meeting of the Board; provided that, if the number of directors exceeds sixteen (16), then one-quarter (1/4) of the number of directors shall constitute a quorum. Meetings of the Board may be held by means of a teleconference (audio or video) and connection to such teleconference shall constitute presence at the meeting.

Section 8. The authority of the Board of Directors shall extend to, and include the following powers and authority:

- (a) To fix the annual dues for membership classifications.
- (b) To levy special assessments 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 these Bylaws.
- (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. Any officer or Director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office.
- (d) To hire or contract with an Executive Director or such other employee or employees or independent contractors 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 employee or independent contractor.

- (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 remove members of the Board of Directors from office by a vote of at least three-fourths (3/4) of all members of the Board of Directors and to remove any Officer from office by a vote of at least three-fourths (3/4) of all members of the Board of Directors.

Section 9. If any Director fails to attend four (4) consecutive board meetings without good cause, that Director shall no longer be a member of the board.

ARTICLE VI – OFFICERS

Section 1 - Election. At the annual meeting of the Association, there shall be elected a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer for a period of one (1) year, or until their successors are elected and qualified. The President shall be chosen from the Board of Directors, but none of the other officers of the Association need be a Director. Two (2) or more offices may not be held by the same person. If an annual meeting is not held at the time designated by these Bylaws, such failure shall not cause any defect in the existence of the Association, but the officers for the time being shall hold over until their successors are chosen and qualified.

Section 2 - Vacancies. Whenever any vacancies shall occur in any office by death, resignation or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office for the remainder of the unexpired term of his or her predecessor or until his or her successor is chosen and qualified.

Section 3 - The President. The President shall preside at all meetings of Directors, discharge all duties which devolve upon a presiding officer, and perform such other duties as these Bylaws provide, or the Board of Directors may prescribe.

Section 4 - The President-Elect. The President-Elect shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Bylaws or the Board of Directors may from time to time prescribe.

Section 5 - The Vice-President. The Vice President shall perform all duties incumbent upon the President-Elect during the absence or disability of the President and President-Elect, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 6 - The Secretary. The Secretary shall attend all sessions of the Board of Directors and shall act as Clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the Directors to be given by the President and shall perform such duties as the Bylaws or the Board of Directors may from time to time prescribe.

Section 7 - The Treasurer. The Treasurer shall have custody of the Association funds and securities and shall keep full and accurate account of all receipts and disbursements and shall deposit all moneys to the credit of the Association in such depository as may be prescribed by the Board of Directors from time to time. He or she shall furnish at the meetings of the Board of Directors or members a statement of the financial condition of the Association and shall perform such other duties as the Bylaws or the Board of Directors may from time to time prescribe.

Section 8. 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.

ARTICLE VII – MEETINGS

The members of the Association shall meet annually prior to June 30th of each year at such time and place as the Board of Directors may select. Special meetings may be called by the President or by a majority of the Board of Directors. Notice of any annual or special meeting shall be given to the members at least ten (10) days before the date of the meeting by mail or by generally recognized overnight delivery service or by email. The members present shall constitute a quorum. A majority of the votes cast by the members present and voting shall be necessary to carry any motion or proposition unless provided otherwise in these Bylaws. All meetings of the Association shall be conducted according to *Robert's Rules of Order Revised*.

ARTICLE VIII – COMMITTEES

Committees of the Association, including an Executive Committee, shall be designated by the Board of Directors, appointments to committees being made by the President with the approval of the Board of Directors.

ARTICLE IX – YOUNG LAWYERS DIVISION

The Board of Directors may designate a division of the membership as the Young Lawyers Division of Defense Counsel of Rhode Island (“the Young Lawyers Division”). The Young Lawyers Division shall be open to lawyers who have passed the Rhode Island bar exam within the last ten (10) years. Unless the Board of Directors otherwise designate, the Young Lawyers Division shall have at all times two chairs acting as co-chairs of the Young Lawyers Division, each serving a two year term that does not overlap with the other. Unless the Board of Directors otherwise designate, the Young Lawyers Division shall conduct all other affairs in the same manner as is provided in these Bylaws for the Directors. The members of any Young Lawyers Division shall consist solely of members of Defense Counsel of Rhode Island. The Young Lawyers Division shall remain in existence at the pleasure of the Board of Directors. Membership in the Young Lawyers Division shall not itself prevent membership on the Board of Directors. Members of the Young Lawyers Division shall be eligible for membership on the Board of Directors as any other member.

ARTICLE X - TERMINATION OF MEMBERSHIP

Section 1 - Termination for Nonpayment of Dues. Any member who shall be in default in payment of his or her annual dues for a period of four (4) months after the same shall have become due and payable may be suspended or dropped from membership and if suspended or dropped, may be reinstated by the Board of Directors.

Section 2 - Termination 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 of the Bylaws, the Board of Directors, by a vote of a majority of the Board, may terminate and cancel his or 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 subsection (b) of 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 or her, together with the 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 an opportunity to be heard regarding his or her own suspension, and two-thirds (2/3) vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of his or her suspension. A member expelled may petition for readmission after the lapse of one (1) year following his or her expulsion, and upon a vote of the Directors and the payment of the required dues be readmitted to membership by the Board of Directors.

ARTICLE XI – OFFICE

The principal office of the Association above shall be at the location of the Secretary. The Association may have such other offices as may be designated by the Executive Committee or the Board of Directors.

ARTICLE XII – FUNDS

Section 1. This Association is organized and operated exclusively for the purposes as stated in Article II of these Bylaws, and for other nonprofit purposes. No part of any of the Association's funds shall inure for the benefit of any private member.

Section 2. The fiscal year of this Association shall be from January 1 to December 31.

ARTICLE XIII - AMENDMENTS

The Bylaws may be amended at any meeting of this Association at which there is a quorum by a two-thirds (2/3) vote of the members present and voting, provided that a copy of such proposed

amendment(s) has been sent to each member of this Association by mail or by email or by such other means as the Board of Directors shall determine, at least fifteen (15) days prior to any meeting at which the proposed change is to be voted upon by the membership.

Approved on June 23, 2010:
Defense Counsel of Rhode Island
By its Secretary, Rebecca McSweeney

Amended on June 11, 2014
Defense Counsel of Rhode Island
By its Secretary, Rebecca McSweeney

Amended on December 17, 2015
Defense Counsel of Rhode Island
By its Secretary, Rebecca McSweeney

Amended on December 15, 2016
Defense Counsel of Rhode Island
By its Secretary, Rebecca McSweeney

Amended on June 8, 2017
Defense Counsel of Rhode Island
By its Secretary, Paul M. Kessimian