

BY-LAWS
OF THE
AMERICAN SOCIETY OF TRIAL CONSULTANTS
(June 2024)

ARTICLE I

GENERAL PROVISIONS AND PROPERTY INTERESTS

SECTION 1.1: STATEMENT OF VISION AND GOALS:

The primary vision and goals of the American Society of Trial Consultants (henceforth “Society”) shall be as follows:

Vision: The Society works to enhance the knowledge, expertise and professionalism of trial consultants, to contribute to the knowledge and skill of legal professionals, and to positively influence the judicial system.

Goals:

- (1) To provide an opportunity for networking and the exchange of ideas among individuals who share professional interests in trial consulting, trial-related research, and teaching.
- (2) To encourage and assist in the professional growth and training of Society members.
- (3) To encourage the development and refinement of appropriate methods for the application of research techniques to trial practice.
- (4) To promote the effective and ethical use of trial consulting techniques by attorneys.
- (5) To encourage awareness of and provide accurate information about trial consulting.

SECTION 1.2: BUSINESS TO BE CONDUCTED WITHOUT PROFIT:

The Society shall conduct and carry on its business without profit to itself. No member of the Society shall, by reason of membership therein, be or become entitled at any time to receive any assets, property, income, or earnings from the Society.

SECTION 1.3: USE OF INCOME:

All of the income, revenue, and earnings of the Society shall be held, used, managed, devoted, expended, and applied in the discretion and judgment of the Board of Directors, to carry out the purposes and objectives of the Society, and without profit, direct or indirect, to any member of the Society as such.

SECTION 1.4: DISTRIBUTION OF ASSETS ON DISSOLUTION:

In the event of the dissolution of the Society, all of its assets and property, after payment and satisfaction of all claims and demands against the Society and all liabilities of the Society, shall be conveyed and transferred to such non-profit charitable organization(s) as the Board shall determine.

ARTICLE II

MEMBERSHIP

SECTION 2.1: MEMBERSHIP CATEGORIES:

Categories of membership shall be Regular, Student, Retired and Emeritus. The Nominating Committee sends to the Board of Directors their nominations for emeritus membership.

SECTION 2.2: LENGTH OF MEMBERSHIP:

Regular, Student and Retired membership shall be for a period of one (1) year. Emeritus membership is a lifetime award.

SECTION 2.3: DUES:

Membership dues shall be set by the Board on an annual basis or on any other basis established by the Board. Membership dues shall be collected by the Society's administrative office.

SECTION 2.4: MEMBERSHIP:

(1) Membership shall be automatically renewed by payment of the annual dues. The procedure for subsequent admission to membership in the Society shall be the same as for initial admission in the Society.

(2) Anyone who has any other outstanding financial balance owing and due to the Society who fails to pay said debt within a reasonable time, shall have their membership denied or suspended and may not join or renew their membership until all outstanding debts are paid or otherwise dismissed by a majority vote of the Board of Directors.

(3) Anyone who fails to apply or reapply for membership or pay valid annual dues in accordance with the By-Laws and any rules and regulations of the Society, shall have said membership automatically denied or terminated.

SECTION 2.5: RESIGNATION:

Any member resigning membership shall not be entitled to any refund of dues.

SECTION 2.6: RIGHT TO VOTE:

Regular and Emeritus members of the Society shall have the right to vote at the annual meeting or any other membership meeting of the Society. Said vote must be cast by the member personally and not by proxy. Regular and Emeritus members have the right to vote on any official ballot submitted to the membership.

SECTION 2.7: NON-TRANSFERABILITY OF MEMBERSHIP:

Membership in the Society is non-transferable and non-assignable.

SECTION 2.8: MEMBERSHIP ROLL:

A written record of the membership of the Society shall be kept by the Society's administrative office which shall provide a copy of the membership roll, together with periodic updates of that membership roll, to the Secretary. The membership roll shall contain the name, address, and telephone number of each individual member. In any case where any membership has been terminated for any reason whatsoever, an entry of such fact shall be made on the membership roll, together with the date upon which said membership was terminated.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 3.1: ANNUAL MEETINGS:

An annual meeting of the Society shall be held at such time and place as may be selected and determined by the Board. The date and location of each annual meeting shall be determined by the Board at least 12 months in advance of that meeting. The agenda for the annual meeting shall be set by the President, with advice from the Board.

SECTION 3.2: SPECIAL MEETINGS:

Special meetings of the Society may be called by the President of the Society, or by the Board, or demand in writing submitted to the Board by not less than ten percent (10%) of the voting members of the Society, which demand shall state the subject matter of the meeting.

SECTION 3.3: NOTICE OF ANNUAL AND SPECIAL MEETING(S):

Notice of the annual meeting of the Society, as well as any special meetings, shall be sent by the Society's administrative office to each member at least 30 days in advance of any such meeting.

SECTION 3.4: QUORUM:

Quorum for an annual or special meeting of the members of the Society shall require the presence of not less than ten percent (10%) of the voting members of the Society.

ARTICLE IV

SOCIETY POWERS

SECTION 4.1: SOCIETY POWERS VESTED IN THE BOARD OF DIRECTORS:

The corporate powers of this Society shall be vested in a Board of Directors. The Board of Directors shall consist of members in good standing.

A Board quorum shall consist of five (5) members of the Board.

The Board and/or its Executive Committee shall provide oversight and leadership by:

(1) Reviewing the Society's mission and goals and the means for implementing those goals. The Board shall propose amendments to the Society's governance documents as necessary to ensure that the Society's objectives are being met.

(2) Developing strategic plans for the Society. The Board shall focus on the long-term goals of the Society through the development and assessment of strategic plans, including the assignment of priorities in the strategic plans.

(3) Approving major policies.

(4) Actively raising public awareness about the Society and the trial consulting profession. The Board shall promote the Society's interests and the profession to various audiences.

(5) Overseeing fund-raising for the Society.

(6) Providing fiscal oversight for the Society. The Board shall approve all Society operating budgets, convention budgets, development plans, and fiscal accountability measures.

(7) Selecting, retaining, and reviewing an administrative office for the Society through an appropriate process.

SECTION 4.2: TERMS OF OFFICE:

The staggered term of office for the Board shall be four (4) years. New members of the Board of Directors shall be elected by ballot prior to the annual meeting (see Sections 4.3 and 5.2). No Board members shall be eligible to serve for more than two (2) consecutive full terms. In the event that a Board Member is elected as an officer of the Society, the term of office as a Member of the Board shall continue throughout the tenure of his or her position as officer. The terms of office for Board members shall be from July 1 through June 30.

SECTION 4.3: ELECTION OF BOARD MEMBERS:

Members of the Board of Directors shall be elected at large by the membership of the Society. Pursuant to Section 5.2, the Nominating Committee shall present to the membership a slate of qualified candidates. The number of candidates should guarantee that two new Board members be elected each year. Student members are not eligible for election to the Board. Nominations shall be accepted by the Committee until such time as nominations are closed. Each voting member shall cast a ballot containing votes for any number of candidates up to the number of seats to be filled on the Board. Ballots shall be counted by the administrative office and any ties shall be resolved by a second ballot among these candidates tied for remaining unawarded seat(s). Plurality voting shall be applied to this election. The Society's administrative office shall announce the results of the election.

SECTION 4.4: REMOVAL FROM OFFICE

Any Director may be removed from office by the affirmative vote of two thirds (2/3) of the members in attendance at any annual or special meeting of the members, on written notice setting forth the reasons and grounds therefore, mailed to such Director at the Director's last known address at least ten (10) days prior to the date of such meeting. Any Director, who misses two consecutive regularly scheduled Board meetings, without having submitted an explanation to the President, may be automatically dismissed from the Board.

SECTION 4.5: VACANCIES ON THE BOARD OF DIRECTORS:

In the event of a vacancy on the Board, the vacancy shall be filled by a majority vote of the Board for the remainder of the vacant term.

SECTION 4.6: ANNUAL MEETINGS OF THE BOARD OF DIRECTORS:

Annual meetings of the Board shall be held during the period immediately preceding and/or following the annual meetings of the Society. The time and place of each annual meeting of the Board shall be determined by the President.

SECTION 4.7: MID-YEAR MEETINGS OF THE BOARD OF DIRECTORS:

A mid-year meeting of the Board shall be held yearly. The mid-year meetings will review progress toward the Society's annual goals; advise the President on matters of policy; receive reports from and provide advice to committees of the Society; and conduct such other businesses as may come before the Board. If, in the opinion of a majority of the Board, there is not sufficient business to warrant a mid-year meeting in any specific year, the mid-year meeting for that year will be canceled.

SECTION 4.8: SPECIAL MEETINGS OF THE BOARD OF DIRECTORS/EXECUTIVE COMMITTEE:

Special meetings of the Board or Executive Committee for any purpose may be called at any time by the President; or, if the President is absent, or unable to act, or refuses to act, then special meetings of the Board or Executive Committee may be called by the Vice-President. A notice of the time and place of special meetings shall be communicated to each Director. Notice of delivery shall be requested. Delivery shall be due, legal, and personal notice to a Director.

Emergency meetings of the Executive Committee requiring attention prior to the next meeting of the Board and which, in the judgment of the President, warrant immediate attention of the Society may be called by the President and are subject to the rules applicable to special meetings. A vote on any action by the Executive Committee cannot be taken unless a majority of the Executive Committee is present. A vote of the Executive Committee carries by a majority of the committee present.

SECTION 4.9: WRITTEN CONSENTS:

The transactions of any meeting of the Board or Executive Committee shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present provides notice of or consent to the holding of such meeting or an approval of the minutes thereof. All such consents or approvals shall be filed with the Society's records and made a part of the minutes of the meeting.

ARTICLE V

OFFICERS AND EMPLOYEES

SECTION 5.1: OFFICERS/EXECUTIVE COMMITTEE:

The officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer. This group constitutes an Executive Committee of the Society. The Executive Committee shall be empowered to act for the Board on matters requiring attention prior to the next meeting of the Board and which, in the judgment of the President, warrant immediate attention of the Society. The Executive Committee shall assist the Society's administrative office in the management of the Society within the parameters of their power and authority as officers. The Executive Committee reports to the Board, and its actions are reviewed and included in the Minutes of the Board. At the end of the President's term, the President will serve as an ex-officio member of the Board of Directors for one year in an advisory role, with no voting rights.

SECTION 5.2: TERMS OF OFFICE AND ELECTION PROCEDURES:

The Vice-President shall be elected annually for a one-year term by the general voting membership by ballot. This ballot shall be distributed by the Society's administrative office. At the end of his or her term, the Vice-President will assume the position of President without further election. The term of office for the President shall be one year.

Both the Secretary and the Treasurer shall be elected bi-annually for a two-year term in odd-numbered years by the general voting membership by ballot. This ballot shall be distributed by the Society's administrative office.

Each term of office shall run from July 1 through June 30.

To be eligible for election prior to nomination, a Vice-President must have served a minimum of three years as (a) a current or past member of the Board and/or (b) a current or past committee or task force chair or co-chair. To be eligible for election, both a Secretary and a Treasurer must be a current regular (non-student) member of the Society. Nominees for Vice-President, Secretary and Treasurer must declare their interest in writing to the Society's Nominating Committee. Statements may accompany declarations of interest in running for office. These statements will accompany the ballot.

A Nominating Committee shall be composed of at least three (3) members of the Society who are not members of the Board of Directors. The President shall appoint this committee promptly after the annual meeting. However, no member of the Nominating Committee may have his or her name placed in the nomination. The Committee shall be empowered to establish alternate methods for soliciting nominations, as it deems necessary. Members may nominate themselves or other members. For those members nominated by others, the Committee shall contact and verify their willingness to have their names placed in nomination. In preparing a slate of candidates, the Committee will take into account possible geographical diversity and academic interests.

Ballots shall be counted by the Society's administrative office. Any ties shall be resolved by another ballot. A majority vote of these ballots cast shall be required for these elections.

SECTION 5.3: PRESIDENT:

The President shall be Chief Executive Officer of the Society and shall preside at all meetings of the members and the Board. The President shall appoint Chairpersons and Board members to committees and task force as are provided for or authorized by the By-Laws or by the Board.

The President shall (a) speak or assign others to speak to appropriate audiences on behalf of the Society and the profession and (b) develop an assessment plan which evaluates the pace, strength, and direction of the Society as noted in its strategic plans.

SECTION 5.4: VICE-PRESIDENT:

The Vice-President shall serve as the Society's Director of Communications and perform such duties as may be delegated to him or her by the President or the Board. In the event of the absence of the President, the Vice-President shall preside at any meeting of the Society or the Board.

SECTION 5.5: SECRETARY:

The Secretary shall record the minutes of all meetings of the Board as well as minutes of the annual and special meetings of the members. The Secretary shall also obtain minutes of all committee meetings which require records. The Secretary shall be responsible for keeping all Society minutes and governing documents up to date.

SECTION 5.6: TREASURER:

The Treasurer shall be or shall oversee the custodian of the funds of the Society, which shall be deposited in the name of the Society in one (1) or more depositories designated by the Board.

The Treasurer shall work with the Society's administrative office to prepare an annual budget for the Society pursuant to Section 7.2 of the By-Laws.

The Treasurer, working with the Society's administrative office, shall (a) file all tax reports on behalf of the Society, (b) arrange for internal audits as needed, (c) advise the Board regarding Society investments, (d) advise the Board on coverage and premiums for Directors' and Officers' insurance, and (e) advise the Executive Director on matters pertaining to financial reporting for the Society.

SECTION 5.7: SOCIETY'S ADMINISTRATIVE OFFICE:

The President shall, with the approval of the Board, employ an administrative office, whose compensation and term of employment shall be determined by the Board. The Board shall have the authority to assign to the Society's administrative office such duty or duties as may be conferred by the by-laws, as well as other duties and responsibilities as the Board may determine. A complete description of the duties of the Society's administrative office shall be kept on file in the Society's central office.

The Society's administrative office shall work with the officers, Board Members, and committees to provide leadership for the Society. The Society's administrative office shall provide oversight for the day-to-day management responsibilities of the Society.

The Society's administrative office shall collect all dues, fees, and other income due the Society and shall serve as the custodian of the files and records of the Society. The Society's administrative office shall see that a proper record is kept of all monies, receipts, and disbursements of the Society, and shall prepare an Annual Budget for the Society pursuant to Section 7.2 of the By-Laws.

The Society's administrative office shall submit an annual report to the Board, as well as a mid-year report at the mid-year meeting of the Board; and, an interim report of expenditures to the annual meeting. The Society's administrative office shall also submit such other periodic reports as the Board may find necessary.

The Society's administrative office shall work directly with an office staff, an accountant and others as needed to ensure that the bookkeeping for all Society income and expenditures is reported in a timely, efficient and effective manner. The Society's administrative office shall submit quarterly reports to the Treasurer along with financial advice. The Society's administrative office shall also work with an accountant in the preparation of annual tax documents to be signed by the Treasurer.

SECTION 5.8: PUBLICATIONS EDITORS, WEBSITE MANAGER AND BLOG MANAGERS:

The President shall annually appoint Publications Editors, a Website Manager and Blog Managers. It shall be the duty of the Vice-President to oversee the work of publications editors, a website manager and blog managers. It shall be the duty of editors and managers to oversee their respective assignments and to coordinate their work with the Vice-President and Society's administrative office. All editors and managers shall prepare interim and final reports to be submitted to the Vice-President and the Society's administrative office two weeks prior to the mid-year Board meeting and the annual meeting, respectively.

SECTION 5.9: DISBURSEMENTS:

All checks, drafts, and orders for the payment of monies shall be signed in the name of the Society by such offices or agents as the Board shall designate for that purpose.

SECTION 5.10: BONDING OF OFFICERS AND EMPLOYEES:

The Board shall provide for the bonding of such officers and employees of the Society as it may determine necessary.

SECTION 5.11: INDEMNIFICATION:

The Society shall indemnify all Officers, Directors, members and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as Officer, Director, committee member, task force member or employees, in accordance with policies and procedure adopted by the Board of Directors, unless a judgment or other adjudication shall establish that such claim arose or resulted from any fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

SECTION 5.12: VACANCIES IN SOCIETY OFFICES:

If any vacancy occurs in the office of the President, Vice-President, Secretary, or Treasurer, the unexpired term shall be filled by majority vote of the Board from among the members of the current Board.

ARTICLE VI

COMMITTEES AND TASK FORCES

SECTION 6.1: COMMITTEES:

ASTC membership is a requirement for membership on any ASTC committee. The Board of Directors shall have the responsibility for establishing committees as needed.

SECTION 6.2: TASK FORCES:

Special short-term needs shall be addressed by task forces as needed. These task forces shall be appointed by the President, with the approval of the Board, as deemed necessary to carry on the work of the Society.

ARTICLE VII

MISCELLANEOUS

SECTION 7.1: INSPECTION OF SOCIETY RECORDS:

The membership roll or register or a duplicate roll or register, the books or accounts, and the minutes of the proceedings of members and Directors shall be open to inspection upon written demand of any member at any reasonable time, and for any purpose reasonably related to his/her interest as a member; and shall be exhibited at any time when required by the demand of ten percent (10%) of the members. Demand of inspection other than at a members' meeting shall be made in writing to the President and the administrative office of the Society.

SECTION 7.2: ANNUAL BUDGET:

The Treasurer shall prepare an Annual Budget after consulting with the President and the Society's administrative office and after soliciting comment from the Board and all committee chairs.

To the extent possible under standards of prudent fiscal management, the Annual Budget shall reflect the administrative priorities of the President. The Annual Budget also will be in accord with all policies adopted by the Board or included in the By-Laws.

The Annual Budget shall be approved by the Board prior to the beginning of the fiscal year.

SECTION 7.3: INTERIM REPORT OF EXPENDITURES:

Prior to the annual meeting of the Society, the Society's administrative office shall prepare an Interim Report of Expenditures, together with recommendations for changes in the Annual Budget. This report will be reviewed by the Board prior to the annual meeting and will be presented to the Society during its annual business meeting.

SECTION 7.4: ANNUAL REPORT:

The Society's administrative office shall send to the members, not later than one-hundred-twenty (120) days after the close of the fiscal year, an Annual Report of the financial affairs of the Society.

SECTION 7.5: CONTRACTS, ETC. HOW EXECUTED:

Except as otherwise provided in the By-Laws, the Board may authorize any officer or officers, or any agent or agents, to enter into any contract or to execute any instrument in the name of, and on behalf of, the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit to render it liable for any purpose or to any amount. The Society's administrative office shall be the custodian of all officially signed agreements.

SECTION 7.6: INSPECTION OF BY-LAWS:

The By-Laws shall be available for inspection by the members at all reasonable times.

SECTION 7.7: RULES OF ORDER:

Sturgis' Standard Code of Parliamentary Procedure shall be the parliamentary guide when not in conflict with the By-Laws. In cases where Sturgis does conflict with the By-Laws, the By-Laws shall prevail.

SECTION 7.8: PROFESSIONAL CODE:

It shall be the duty of a Professional Standards Committee to review the ASTC Professional Code at the request of the Board, the President, or by resolution of the membership at the annual or special meeting.

A Professional Standards Committee is composed of at least three (3) members of the Society. The Chairperson and Board member shall be appointed by the President promptly after the annual meeting. It shall be the duty of this committee to develop, review, and update the ASTC Professional Code, and to present to the membership at an annual or special meeting, any recommended changes, additions, or deletions to that Code. The Committee shall identify potential problems relative to professional and ethical conduct and communicate these issues where appropriate to the membership.

SECTION 7.9: DISCIPLINARY ACTION:

The Board of Directors has the authority to discipline, suspend and expel members or take other action as needed for valid cause consistent with the parliamentary guide identified in Section 7.7 of the By-Laws. All complaints and grievances not pertaining to the Society's Professional Code should be sent to the Society President who will then submit these matters to the Board. All complaints and grievances pertaining to the Society's Professional Code will be handled according to the Grievance Procedure document. A Grievance Committee is composed of seven members appointed by the Grievance Chair. All committee members, including the Chair, must meet one of two qualifications: (a) be an ASTC member for at least five years and have served as a committee chair for at least one year, or (b) have served at least one year as an elected ASTC Board of Directors member. Active Board members are ineligible for this committee. The ASTC President appoints the Grievance Chair. It shall be the duty of this committee to handle all grievances pertaining to the ASTC Professional Code.

SECTION 7.10: FISCAL AND ADMINISTRATIVE YEAR:

The fiscal year of the Society shall begin on the first day of January and end on the last day of December of the same year.

The administrative year of the Society, for the purpose of establishing the membership year shall begin on the first day of January and end on the last day of December of the same year.

ARTICLE VIII

AMENDMENTS

SECTION 8.1: POWER OF MEMBERS:

The By-Laws may be amended or repealed by the majority vote of the members of the Society present at the annual meeting or by a majority of those voting by a ballot.