

BY-LAWS
OF
MASSACHUSETTS DEFENSE LAWYERS ASSOCIATION, INC.
(As amended through November 2007)

ARTICLE I

Purposes, Location,
Corporate Seal and Fiscal Year

1. Purposes. The purposes of the corporation shall be those set forth in its Articles of organization.
2. Location. The principal office of the corporation in the Commonwealth of Massachusetts shall be at such place as the person from time to time occupying the office of President of the Corporation maintains an office for the practice of law. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate of change with the Secretary of the Commonwealth.
3. Corporate Seal. The Directors may adopt and alter the seal of the corporation.
4. Fiscal Year. Unless otherwise fixed by vote of the Directors, the fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE II

Members

1. Classification of Members; Eligibility. Membership in the Corporation shall be divided into three classes, identified as Members, Associate Members and Student Members. Admission to any class of Membership shall be upon application on a form approved by the Directors of the Corporation, and shall be subject to the payment of such dues as may from time to time be fixed by the Directors of the Corporation. Persons who are (a) members in good standing of the Bar of the Commonwealth of Massachusetts and actively engaged in the practice of law and who devote a substantial portion of their practice to the defense of damage litigation on behalf of individuals, insurance companies and corporations, and (b) full time insurance company house counsel (regardless of the State of their admission as lawyers) who individually within Massachusetts devote a substantial portion of their time to defense litigation or management of defense litigation on behalf of their employers, shall be eligible for admission as Members. Persons other than insurance company house counsel who are full time executives, supervisory or managerial employees of insurance companies or corporations, who individually within Massachusetts devote a substantial portion of their time to litigation, litigation management, claims or claims administration shall be eligible for admission as Associate Members. Law Students enrolled as a student in a Massachusetts law school shall be eligible for admission as Student Members. Wherever in these by-laws reference is made to AMembers,@ unless otherwise specifically provided, such references shall be deemed to refer to those persons admitted as Members or as Associates Members but not to Student Members.
2. Powers and Rights. In addition to the right to elect Directors as provided in Article III, section 1, and such other powers and rights as are vested in them by law, the Articles of Organization

or these by-laws, the Members shall have such other powers and rights as the Directors may designate.

3. Suspension or Removal. Any Member or Student Member may be suspended or removed with or without cause by a vote of not less than two-thirds of the Directors then in office. A Member or Student Member may be removed for cause only after reasonable notice and opportunity to be heard.

4. Resignation. A Member or Student Member may resign by delivering a written resignation to the Secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective.

5. Dues. The Board of Directors shall in its discretion prescribe Membership dues to be paid annually by all Members and Student Members and may from time to time change the amount of such dues, discontinue or reinstate them. The Board may establish rules concerning the time for the payment of any dues so prescribed. The Board may prescribe different dues amounts for Members, Associate Members and Student Members.

6. Annual Meetings. The annual meeting of the Members shall be held within or outside of Massachusetts at such time and place as the Board of Directors shall determine. If an annual meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this paragraph, to the annual meeting of the Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in paragraphs 7 and 8 of this Article.

7. Special Meetings. Special meetings of the Members shall be held in Boston, Massachusetts. Special meetings of the Members may be called by the President or by the Directors, and if not so called, shall be called by the Secretary, except that in the case of the death, absence, incapacity or refusal of the Secretary and the failure of the President or Directors to call any special meeting, a special meeting may be called by any other officer, upon written application of Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at the annual meeting of Members.

8. Notice. Notice of all meetings of the Members shall be mailed to all Members at their last known addresses or sent by email to all Members at their last known email address at least fifteen days before any annual meeting and at least seven days before any special meeting. The notice of any meeting shall include the date, place and hour of the meeting and a statement of the matters to be brought before the Members at the meeting.

9. Quorum. A majority of the Members present shall constitute a quorum.

10. Action by Vote. At an annual meeting, any matter may be discussed, whether or not included in the meeting notice, but no vote shall be taken at any such meeting on any matter unless it is included in the meeting notice. No matter shall be discussed or voted upon at a special meeting of the Members unless it has been included in the meeting notice. Each Member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these by-laws.

11. Action by Writing. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and their written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as votes at a meeting.

12. Proxies. Members may vote either in person or by written proxy dated not more than one month before the meeting named therein which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any

adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

13. Action by email. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action by email and their email consents are filed with the records of the meetings of the Members. Such email consents shall be treated for all purposes as votes at a meeting. Proxies permitted by Section 12 may be by email. Such email proxies shall be treated for all purposes as written.

ARTICLE III

Board of Directors

1. Number and Election. At the annual meeting the Members shall fix the number of Directors and shall elect a Board consisting of the number of Directors so fixed. Unless and until a different minimum and maximum number of Directors shall be fixed by the Members, there shall be at least fifteen but not more than twenty-two Directors. At any special meeting the Members may increase the number of Directors and elect new Directors to complete the number so fixed; and at any special or regular meeting the Members or Directors then in office may decrease the number of Directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more Directors.

2. Tenure. Each Director shall hold office until the annual meeting of Members one year after the Director's election and until the Director's successor is elected, or until he or she sooner dies, resigns, is removed or becomes disqualified. Insofar as possible, Directors shall be elected to terms such that the terms of one-third of the Directors shall expire each year.

3. Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation, except those powers reserved to the Members by law, the Articles of organization or these by-laws.

4. Committees. The Directors or the President, with the approval of the Directors, may appoint such non-standing committees as are considered by them necessary or desirable, and the Directors may delegate to any such committee or committees any or all of their powers; provided, however, that any committee to which any of the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Directors. The Members of any committee shall remain in office at the pleasure of the Directors.

5. Suspension or Removal. A Director may be suspended or removed (a) with or without cause by vote of a majority of the Members then in office or (b) with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

6. Resignation. A Director may resign by delivering a written resignation to the Secretary of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective.

7. Vacancies. Any vacancy in the Board of Directors, except a vacancy resulting from enlargement of the Board, which vacancy must be filled in accordance with paragraph 1 of this Article, may be filled by the Members, or by the Directors, but such action by the Directors shall be subject to the approval of the Members at their next annual meeting. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

8. Regular Meetings. Until otherwise determined by the Directors, regular meetings of the Board of Directors shall be held at least three times a year, at intervals of not more than four months

apart. Except as otherwise determined by the Board, the time of each meeting shall be fixed by the Directors.

9. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President or by one or more Directors.

10. Call and Notice.

a. Regular Meetings. No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent Members, (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these bylaws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these by-laws.

b. Special meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of Directors, or (iv) removal or suspension of a Director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least five (5) days prior to the meeting addressed to the Director at his or her usual or last known business or residence address or by email at least five (5) days prior to the meeting addresses to the Director at his or her usual or last known email address.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

11. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

12. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of organization or these by-laws.

13. Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

14. Action by email. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action by email and their email consents are filed with the records of the meetings of the Directors. Such email consents shall be treated for all purposes as votes at a meeting.

ARTICLE IV

Officers

1. Number and Qualifications. The corporation shall have a President, Treasurer, Secretary and such other officers, if any, as the Directors may determine selected from the Board of Directors. The Officers shall serve both as Officers and Directors. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of duties in such amount and with such surety or sureties as shall be satisfactory to the Directors. The cost of such bonding shall be borne by the corporation.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors from their number at their first meeting following the annual meeting of the Members. Other officers, if any, may be elected by the Directors at any time.

3. Tenure. The President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the Members and until their respective successors are elected, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the Members unless a shorter period shall have been specified by the terms of his or her election, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

4. President and Vice President. The President shall be the Chief Executive Officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the Members and at all meetings of the Directors, except as the Members or Directors otherwise determine for any meeting. The Vice President or Vice Presidents, if any, shall have such duties and powers as the Directors shall determine. The Vice President, or first Vice President if there be more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

5. Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures and shall at the annual meeting provide such financial statements as the Directors may require.

6. Secretary. The Secretary (who shall perform those duties given by statute to the Clerk of a corporation organized under c. 180, MGL) shall record and maintain minutes of all meetings of the Members and of the Directors in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the corporation or at the office of its Secretary and shall be open at all reasonable times to the inspection of any Member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and by-laws and names of all Members and Directors and the address of each. If the Secretary is absent from any meeting of Members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall keep a list of Members and give notice of all meetings of the Members and of the Directors.

7. Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

8. Resignation. An officer may resign by delivering a written resignation to the President, Treasurer or Secretary of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective.

9. Vacancies. If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Secretary, until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE V

Execution of Papers

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or any Vice President, and by the Treasurer or any Assistant Treasurer.

ARTICLE VI

Personal Liability

The Members, Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE VII

Miscellaneous Provisions

1. Amendments. These by-laws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors then in office, except for any provision thereof which by law, the Articles of Organization or these by-laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Directors of any by-laws, notice thereof stating the substance of such change shall be given to all Members. The Members may alter, amend or repeal any by-laws adopted by the Directors or otherwise or adopt, alter, amend or repeal any provision which by law, the Articles of Organization or these by-laws requires action by the Members.