

Board of Governors Proposed Amended and Restated Bylaws

Note About This Draft:

This draft contains proposed revisions to the current Philadelphia Bar Association Bylaws, as approved by the Board of Governors on August 30, 2018 for submission to the Members pursuant to current Section 1100 of the Bylaws.

PHILADELPHIA BAR ASSOCIATION

Bylaws

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ARTICLE I NAME AND DEFINITIONS

1.1 Name.

The name of this association is the Philadelphia Bar Association.

1.2 Mission.

The mission of the Philadelphia Bar Association is to serve the legal profession and the public by promoting justice, professional excellence and respect for the rule of law. In so doing, the Association strives to foster understanding of, involvement in and access to the justice system.

1.3 Definitions. When used in these Bylaws, the following words shall have the following meanings:

1.3.1 “Annual Election” shall mean the election of Officers and Board Members held each year pursuant to Article V.

1.3.2 “Annual Meeting” shall mean the meeting of the Members held pursuant to Section 4.1.1.

1.3.3 “Association” shall mean the Philadelphia Bar Association.

1.3.4 “Board” shall mean the Board of Governors of the Association.

1.3.5 “Board Member” shall mean an individual who is listed as a Board Member entitled to vote as provided in Section 3.9.1 and an individual listed as a non-voting Board Member in Section 3.9.2, 3.9.4 and 3.9.5.

1.3.6 “Charter” shall mean the Charter of the Association.

1.3.7 “Commission” shall mean the Commission on Judicial Selection and Retention.

1.3.8 “Committees” shall include Standing Committees and Special and Ad Hoc Committees.

1.3.9 “Fiscal Year” shall mean the calendar year or such other fiscal year as shall be set by the Board.

1.3.10 “Member” shall mean a member of the Association as set forth in Section 2.1.

1.3.11 “Nonvoting Member” shall have the meaning set forth in Section 2.1.3.

1.3.12 “Officer” shall mean an officer of the Association as set forth in Section 3.1.

1.3.13 “Publish” shall mean notification published in any Association publication that is communicated to every Member, including but not limited to electronic media, and/or in The Legal Intelligencer.

1.3.14 “Special and Ad Hoc Committees” shall have the meaning set forth in Section 8.3.1.

1.3.15 “Standing Committee” shall have the meaning set forth in Section 8.1.

1.3.16 “Voting Board Member” shall mean a Board Member entitled to vote pursuant to Section 3.9.1.

1.3.17 “Voting Member” shall have the meaning set forth in Section 2.1.2.

ARTICLE II MEMBERSHIP

2.1 Classes Of Membership; Rights.

2.1.1 The Association shall have two types of members: Voting Members and Nonvoting Members, subject to the admission requirements set forth in Section 2.2.

2.1.2 Voting Members.

2.1.2.1 An individual in good standing at the bar of a state, the District of Columbia, a territory, possession, or tribal court of any federally recognized tribe of the United States, and an individual who has passed the bar examination of such jurisdiction without regard to whether that individual has been admitted to practice shall be eligible to be a Voting Member.

2.1.2.2 An attorney who is currently a member of the judiciary may be a Voting Member as determined by the Board and shall be entitled to all rights of a Voting Member, except the right to hold the position of Officer.

2.1.2.3 Any individual may be an Honorary Member as determined by the Board and shall be entitled to all rights of a Voting Member, except the right to hold the position of Officer.

2.1.3 Nonvoting Members. Any of the following may become Nonvoting Members, as determined by the Board. Nonvoting Members shall be entitled to all rights of a Voting Member, except the right to vote, to hold the position of Board Member, Officer, Division officer, Section officer, member of a Division or Section executive committee or committee chair.

2.1.3.1 Attorneys who are a member of any court of record whose office or principal practice is not in the City of Philadelphia and who have requested to be an Associate Member;

2.1.3.2 Law students;

2.1.3.3 Paralegals/Legal Assistants;

2.1.3.4 Legal administrators;

2.1.3.5 Law librarians;

2.1.3.6 Association employees;

2.1.3.7 Employees of other bar associations;

2.1.3.8 Individuals associated with vendors who provide goods and/or services to members of the legal profession; and

2.1.3.9 Other individuals who have an interest in or show an affinity for the legal profession.

2.2 Admission To Membership.

2.2.1 Any person desiring to be a Member (other than an Honorary Member as determined by the Board) shall send to the Association a signed application in the form approved by the Board demonstrating that the applicant is qualified to be a member of the class of membership desired together with payment of the dues for the current year for that class (if applicable).

2.2.2 The Association shall determine whether the applicant is qualified to be a Voting Member or Nonvoting Member and shall notify the applicant of such determination in the manner determined by the Board.

2.2.3 If the Association determines that the applicant is so qualified, the applicant shall become a Member as of the date of such determination and payment of any dues.

2.2.4 If the applicant is determined not qualified to be a member, the applicant may appeal such determination in writing to the Board, whose determination shall be final.

2.3 Resignation From Membership.

2.3.1 A Member may resign from membership by written notice directed to the Association, but such resignation shall not relieve the Member of any delinquency with respect to the payment of dues. A Member's resignation shall be effective upon receipt by the Association and shall constitute a relinquishment of all the resigning Member's rights and privileges, without any return or adjustment of dues.

2.4 Termination Of Membership For Non-Payment Of Dues.

2.4.1 If a Member's dues have not been paid within 90 days after they become due in any year, the Association shall give the Member notice that the dues are delinquent. If the Member shall fail to pay the delinquency within a period of time as determined by the Board, the

Association shall give the Member notice that his or her membership and all rights and privileges thereof have been terminated for nonpayment of dues.

2.4.2 Any person whose membership has been terminated hereunder for non-payment of dues shall have the right to immediate reinstatement as a Member at any time during the calendar year in which the termination took place upon the payment of the delinquency.

2.4.3 A person whose membership has been terminated for non-payment of dues and not reinstated by payment of the delinquency during the calendar year in which the termination took place may be reinstated by the Association at any time after such year, if then qualified, upon payment of the dues for the current year.

2.5 Expulsion From Or Suspension Of Membership.

2.5.1 A Member shall be expelled as a Member upon receipt of notice that the Member has been disbarred from any court of record.

2.5.2 A Member shall be suspended as a Member upon receipt of notice that the Member has been suspended from practice before any court of record. Such suspension as a Member shall continue until such time as (a) the suspension has been lifted by the court that imposed the suspension, and (b) the Board has determined to lift such suspension as a Member.

2.5.3 A Member also may be suspended and/or recommended for expulsion as a Member by majority vote of the Officers for good cause, including, but not limited to, conduct that unreasonably interferes with or disrupts the business of the Association. Any such Member shall be provided with written notice of the decision and the reasons for the suspension and/or recommendation within ten business days.

2.5.4 Any Member suspended pursuant to Section 2.5.3 may appeal to the Board within ten business days after receiving notice of the decision, by delivering notice of the appeal to the Executive Director by certified mail, return receipt requested; by receipted hand delivery; or by nationally recognized overnight courier. Such Member shall be entitled to a reasonable opportunity to be heard by the Board before the Board decides the appeal. Once the Board decides the appeal, its decision shall be final, with no further right of appeal.

2.5.5 Any Member recommended for expulsion pursuant to Section 2.5.3 shall have a right to appear before the Board on reasonable notice and with a reasonable opportunity to be heard. The decision of the Board shall be final, with no further right of appeal.

2.5.6 All proceedings under Sections 2.5.3, 2.5.4 and 2.5.5 shall be conducted in accordance with rules promulgated by resolution of the Board.

2.5.7 Any Officer, the Executive Director, or any employee designated by the Executive Director, shall have the authority to use any lawful means to cause the removal of a Member from the Association headquarters or any Association event for good cause, including, but not limited to, conduct that unreasonably interferes with or disrupts the business of the Association.

2.5.8 The expulsion or suspension of a Member pursuant to this Section 2.5 shall constitute a termination or suspension of all of the terminated/suspended Member's rights and privileges of membership without any return or adjustment of dues.

ARTICLE III OFFICERS, BOARD, CABINET AND VACANCIES

3.1 Officers.

The Officers of the Association shall be the Chancellor, Chancellor-Elect, Vice Chancellor, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer.

3.2 The Chancellor.

The Chancellor shall be the chief executive officer of the Association. The Chancellor shall preside at the meetings of the Association, shall carry out such duties as are required by resolution of the Board or these Bylaws and shall perform such other functions as are appropriate to such office. The Chancellor shall be the principal spokesperson of the Association. The Chancellor shall have authority to speak for the Association in furtherance of any action or position taken by the Board or by the Association; and on other matters, when not in conflict with a previously adopted policy of the Association whether expressed by the Board or by resolution duly passed by the Members. The Chancellor may delegate such authority to another Member when the Chancellor may be unavailable or when the Chancellor concludes that having such person speak for the Association will best serve the goal, position or result desired.

3.3 The Chancellor-Elect.

The Chancellor-Elect shall exercise the powers and perform the duties of the Chancellor in the absence or disability of the Chancellor and shall perform such other functions as may be delegated to the Chancellor-Elect by the Chancellor and as are required by resolution of the Board or by these Bylaws.

3.4 The Vice Chancellor.

The Vice Chancellor shall exercise the powers and perform the duties of the Chancellor-Elect in the absence or disability of the Chancellor-Elect and shall perform such other functions as may be delegated to the Vice Chancellor by the Chancellor and as are required by resolution of the Board or by these Bylaws.

3.5 The Secretary.

The Secretary shall be responsible for giving or overseeing the giving of due notice of meetings of the Members and the Board of Governors. The Secretary shall be responsible for preparing or overseeing the preparation of the minutes of all meetings of the Members and the Board of Governors. The Secretary shall oversee the maintenance of the Association's minute book and a roll of the Members, with the dates of their admission to the Bar and of their becoming and ceasing to be Members. Except as otherwise provided in these Bylaws or by the Board, the Secretary shall give or cause to be given all notices in accordance with these Bylaws

or as required by law. The Secretary shall have such other powers and duties as are required by resolution of the Board or by these Bylaws.

3.6 The Treasurer.

The Treasurer shall monitor the finances and the maintenance of the financial records of the Association and shall have oversight of and monitor the activities of the Chief Financial Officer and other employees of the Association with respect to the financial affairs of the Association. The Treasurer shall have the authority to request and receive information with respect to the financial affairs and records of the Association that, in the judgment of the Treasurer is necessary for the Treasurer to carry out the Treasurer's duties. The Treasurer shall oversee the preparation of and render to the Board a Treasurer's Report in such form and at such times as the Board shall require. The Treasurer shall have such other powers and duties as are required by resolution of the Board or by these Bylaws.

3.7 The Assistant Secretary.

The Assistant Secretary shall exercise the powers and perform the duties of the Secretary in the absence or disability of the Secretary and shall perform such other duties as may be delegated by the Secretary or as required by resolution of the Board or by these Bylaws.

3.8 The Assistant Treasurer.

The Assistant Treasurer shall exercise the powers and perform the duties of the Treasurer in the absence or disability of the Treasurer and shall perform such other duties as may be delegated by the Treasurer or as are required by resolution of the Board or by these Bylaws.

3.9 The Board.

3.9.1 The Board Members entitled to vote, shall be:

3.9.1.1 The Officers, all of whom shall serve for a term co-extensive with their respective terms of office.

3.9.1.2 The immediate past Chancellor.

3.9.1.3 A representative of each Section to serve for a one year term not to exceed more than three consecutive one-year terms; provided that, by December 15 of each year, the Section Chair or Co-Chairs who will serve during the next year will notify the Chair of the Board of the member of the highest executive body of the Section who will serve as the Section representative for the next year. At all times while serving as the Section's representative, the Section representative shall concurrently serve as a member of the highest executive body of the Section.

3.9.1.4 Fifteen persons elected by the Voting Members as provided in Section 4.1.1.1(C), consisting of three classes of five Board members each, who shall serve for a term of three years, one class being elected each year.

3.9.1.5 Six persons, two of whom are appointed each year by the Chancellor pursuant to Section 3.9.4.

3.9.1.6 The Chair and Chair-Elect of the Young Lawyers Division.

3.9.1.7 The immediate past Chair of the Board.

3.9.1.8 The Diversity Chair appointed by the Chancellor each year for a one year term.

3.9.2 The President of the Philadelphia Bar Foundation, the Association's delegates to the American Bar Association's House of Delegates and the Association's Zone Governor to the Pennsylvania Bar Association's Board of Governors, shall be ex officio non-voting Board Members who shall be entitled to notice of and to be present at meetings of the Board (other than when the Board sits in executive session).

3.9.3 The following shall be invited guests at Board meetings (other than when the Board sits in executive session): the Editor of The Philadelphia Lawyer; the Editor of the Philadelphia Bar Reporter; the Presidents of the Philadelphia Association of Paralegals, the Greater Philadelphia Legal Marketing Association and the Philadelphia Legal Secretary's Association.

3.9.4 On or before January 15 of each year, the Chancellor, upon consideration of the recommendations from the Committee on Diversity in the Profession with respect to such appointments, shall appoint as Board Members two Members who are members of a racial minority, the lesbian, gay, bisexual or transgender community or other diverse individuals. Each Member so appointed shall serve as Board Member for a term of three years.

3.9.5 The Chancellor may also appoint a Member as Counsel to serve at the Chancellor's pleasure as an ex officio non-voting Board Member.

3.9.6 No Board Member may designate another person to represent such member at a meeting of, or to cast any vote in the deliberations of, the Board.

3.10 Oath Of Office; Eligibility To Hold Office

3.10.1 Each year, all Board Members shall take or subscribe to an oath or affirmation of office, as prescribed by the Board.

3.10.2 Except as provided in Section 3.16, a Member shall be eligible to hold the offices of Chancellor, Chancellor-Elect and Vice Chancellor for not more than one term each. A Member shall be eligible to hold the offices of Secretary, Assistant Secretary, Treasurer or Assistant Treasurer for not more than three consecutive one-year terms. A Member shall be eligible to be an elected Board Member for not more than one consecutive three-year term. A Member may be re-elected to any such office except Vice Chancellor, Chancellor-Elect and Chancellor after a lapse of not less than 11 months from the expiration of the Member's term of

office. Any term of one year or less pursuant to Section 3.16.7 shall be excluded from these term limitations.

3.10.3 Only Members who are Voting Members pursuant to Section 2.1.2.1 shall be eligible to hold the position of Officer or be a Board Member. No individual whose Association dues have not been paid within 90 days after they become due in any year shall be eligible to vote as a Voting Board Member until that individual's dues have been fully paid.

3.10.4 No Member shall be eligible to seek nomination for, be a candidate for, or hold more than one elected position as an Officer, as an elected Board Member, or both, at the same time.

3.11 Procedure; Quorum.

3.11.1 The Board shall, at its first meeting in each calendar year, select from among its members elected by the Members pursuant to Section 5.1.3 a Chair of the Board and a Vice Chair of the Board. The first meeting in each calendar year shall be called by the Chancellor, in coordination with the Secretary, and shall be held at such time, place and date as shall be set forth in the notice of the meeting. Subsequent regular meetings of the Board shall be held at such times, places and dates as the Board, the Chancellor or the Chair of the Board, in coordination with the Secretary, shall determine. The person calling the meeting shall fix the time, date and place of the meeting.

3.11.2 Except as otherwise provided by these Bylaws, eighteen Voting Board Members shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Board Members eligible to vote present at a meeting at which a quorum is present shall be the acts of the Board. The Board Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the loss of a quorum.

3.11.3 At the discretion of the Board, the Chancellor or the Chair of the Board, one or more Board Members may participate in a meeting of the Board by means of a conference telephone or other electronic technology by which all persons participating in the meeting can hear each other. At the discretion of the Chancellor or the chair of any standing, special or ad hoc committee, one or more members of any standing, special or ad hoc committee may participate in a meeting of the committee by means of a conference telephone or other electronic technology by which all persons participating in the meeting can hear each other. As provided in 15 Pa.C.S. § 5708(a), participation in a meeting by telephone or other electronic technology shall constitute presence in person at the meeting.

3.11.4 Any action required or permitted to be approved at a meeting of the Board may be approved without a meeting if a consent or consents to the action in record form, as defined in 15 Pa.C.S. § 102 (relating to definitions), are signed, before, on or after the effective date of the action, by all of the Voting Board Members in office on the date the last consent is signed. The consent or consents must be filed with the Secretary.

3.11.5 All matters concerning the conduct of meetings of the Board not provided in these Bylaws shall be determined by the Board from time to time.

3.12 General Powers Of The Board.

3.12.1 The property and affairs of the Association shall be managed under the direction of, and the policies of the Association shall be determined by, the Board. The Board also shall have the authority to interpret the provisions of these Bylaws and its interpretation shall be binding upon the Association. The Board shall carry out such other duties as are required by these Bylaws or Pennsylvania law.

Except with respect to matters or rights reserved to the Members, the Board may exercise any of the powers granted to a Pennsylvania nonprofit corporation pursuant to 15 Pa.C.S. § 5502, or any successor provision.

3.12.1.1 Except as otherwise specifically provided in these Bylaws regarding employment contracts, all agreements entered into or terminated outside the normal course of the Association's business shall require the prior approval of the Board.

3.12.2 The role of the Committees, Sections and Divisions as set forth in the Bylaws is not intended to and shall not in any way limit the power of the Board to act on any issue.

3.12.3 Management of the Professional Staff.

3.12.3.1 The Board shall appoint and may remove the Executive Director with or without cause.

3.12.3.2 The Executive Director shall be the chief operating officer of the Association.

3.12.3.3 The Executive Director shall be responsible for hiring, setting the organizational structure and compensation for and evaluating the professional staff necessary to carry out the mission of the Association. The compensation for the staff shall be within the personnel budget set by the Board.

3.12.3.4 All employees of the Association shall be employed at will.

3.12.3.5 Subject to the terms of any written agreement, the salary and benefits for the Executive Director shall be set by the Chancellor-Elect for the ensuing calendar year after consultation with and approval by the Vice Chancellor. Such compensation shall be within the approved annual budget. The Association may enter into an employment agreement with the Executive Director so long as the agreement:

- (A) does not exceed two years in duration;
- (B) affirmatively maintains an at-will relationship;
- (C) does not obligate the Association to any compensation or benefits beyond the Executive Director's last day of employment; and

(D) takes effect in the calendar year immediately following such approval.

3.12.3.6 The specific economic terms of Association employee compensation, including that in any written contract, need not be published except to the extent required by law, so long as the Chancellor, Chancellor-Elect and Vice Chancellor are advised of the specific economic terms and total economic compensation to Association employees is within the approved budget.

3.12.3.7 In addition to the foregoing concerning employment agreements for then active employees, the Board may authorize post-employment severance or consulting agreements, which may extend and/or be paid out over more than two years. Payments due in any year must be included in that fiscal year's budget.

3.13 Suspension Or Removal Of Officers And Board Members.

3.13.1 The Board by vote of two-thirds of its members may suspend any Officer or any Board Member from his or her respective position, for good cause. Whenever such suspension shall be ordered, a special meeting of the Members shall immediately be called, to be held within 30 days thereafter, at which the Board shall report its action. At such meeting the Members shall have the power to set aside such suspension or to remove such Officer or Board Member from office, or to impose such other penalty as shall be deemed appropriate.

3.13.2 Notwithstanding the provisions of Section 3.13.1 and without the necessity of convening a special meeting of members thereafter, the Board may adopt rules governing attendance at its meetings and provide that a Board Member who fails to comply with such rules shall automatically cease to be a Board Member and, if also an Officer, cease to hold the office held by such Officer.

3.14 The Cabinet.

The Cabinet of the Association shall meet at the call of the Chancellor to render such advice and give such assistance as the Chancellor may request. The Cabinet shall consist of the Officers, the Chair and Vice Chair of the Board, the Chair and Chair Elect of the Young Lawyers Division, the Diversity Chair appointed pursuant to Section 3.9.1.7 and such other Members as the Chancellor may appoint. Chancellor appointments serve at the Chancellor's pleasure but, in the event the appointment is of a Member who is not a Board Member, the appointment shall be subject to approval of the Board. Unless the Chancellor concludes the appointment earlier, all Chancellor appointments expire with the appointing Chancellor's term.

3.15 Number Of Meetings, Notice And Place Of Meetings Of The Board And Cabinet.

3.15.1 The Board shall hold a minimum of six regular meetings each calendar year. Regular meetings of the Board may be held at such time and place as will from time to time be determined by the Board, the Chancellor or the Chair of the Board.

3.15.2 Special meetings of the Board may be called at the discretion of the Chancellor, the Chair of the Board or at the request of a majority of the Voting Board Members.

3.15.3 Meetings of the Cabinet shall be called at the discretion of the Chancellor.

3.15.4 Meetings of the Board and Cabinet (regular and special) may be held at such place within or without the Commonwealth of Pennsylvania as the Board or Cabinet, as the case may be, or the Chancellor or Chair of the Board, may designate in the notice of the meeting.

3.15.5 No written notice of any regular meeting of the Board (other than the first meeting in each year) need be given, so long as notice of the regular meetings scheduled for the year is given at least once each year. Written notice of the first meeting of the Board in each year and each special meeting of the Board specifying the time, place and date of the meeting shall be given to each Board Member at least five days (in the case of the first meeting of the Board in each year) and 24 hours (in the case of a special meeting of the Board) called by the Chancellor or Chair of the Board (or 7 days in the case of a special meeting called by a majority of the Voting Board Members) before the time set for the meeting. Notice of special meetings of the Board that are to be held in executive session only need be given to the Board Members entitled to vote as provided in Section 3.9.1. Notice of Cabinet meetings shall be provided to the Cabinet with such advance notice and in such matter as the Chancellor shall determine. Neither the business to be transacted at nor the purpose of any meeting of the Board or Cabinet need be specified in the written notice of the meeting.

3.15.6 Whenever written notice is required to be given to a Board Member or Cabinet member, whether under the provisions of these Bylaws or otherwise, such notice shall be given to the person either personally or by sending a copy of the notice:

3.15.6.1 By first class or express mail, postage prepaid or courier service, charges prepaid to the person's postal address supplied by the person to the Association for the purpose of notice. Notice under this Section 3.15.6.1 shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.

3.15.6.2 By facsimile transmission, e-mail or other electronic communication to the person's facsimile number or e-mail or other electronic communications address supplied by the person to the Association for the purpose of notice. Notice under this Section 3.15.6.2 shall be deemed to have been given to the person entitled thereto when sent.

3.15.6.3 Notwithstanding the foregoing, a Board Member or Cabinet member may waive notice of any meeting of the Board or Cabinet by written statement (that includes an electronic communication) signed by the person entitled to the notice filed with the Secretary. Attendance at a meeting of the Board or Cabinet shall also constitute a waiver of notice, except where a Board Member or Cabinet member states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

3.16 Vacancy In Office.

3.16.1 Any vacancy in the office of Chancellor shall be filled by the first available of the following: the Chancellor-Elect, the Vice Chancellor, or an Acting Chancellor appointed by the Board. If such succession by an elected Chancellor-Elect or Vice Chancellor is for a partial term, he or she shall continue to serve as Chancellor for the following one-year term.

3.16.2 Any vacancy in the office of Chancellor-Elect shall be filled by the first available of the following: the Vice Chancellor, or an Acting Chancellor-Elect appointed by the Board. An elected Vice Chancellor who has succeeded to Chancellor-Elect for a partial term under this Section 3.16.2 shall continue to serve as Chancellor-Elect for the following one-year term if the Chancellor serves an additional term pursuant to Section 3.16.1.

3.16.3 Any vacancy in the office of Vice Chancellor shall be filled by an Acting Vice Chancellor appointed by the Board.

3.16.4 An Acting Chancellor-Elect or Acting Vice Chancellor appointed by the Board shall not automatically succeed under Section 5.1.1 to the office of Chancellor or Chancellor-Elect, respectively. Instead, those offices shall be filled by election at the next Annual Election.

3.16.5 Service as Acting Chancellor, Acting Chancellor-Elect or Acting Vice Chancellor by appointment of the Board shall not make such person ineligible under Section 5.1.1 for subsequent election as Vice Chancellor.

3.16.6 In the event of vacancies at the same time in all three of the offices of Chancellor, Chancellor-Elect and Vice Chancellor, the Board shall appoint an Acting Chancellor and may also appoint an Acting Chancellor-Elect or an Acting Chancellor-Elect and an Acting Vice Chancellor. The meeting at which such appointments are made shall be held as soon as practicable. The Board shall select one of its elected members to chair the meeting from among those present who commit not to accept an appointment to any of the vacancies. At the next Annual Meeting, or sooner if the Board calls a special election, the Members shall elect candidates for all three offices. The candidates so elected shall begin their service upon certification of their election. If such service is for a partial term, each such elected candidate shall continue to serve in the same position for the following one-year term.

3.16.7 Any vacancy in the office of Secretary or Treasurer shall be filled by the Assistant Secretary or Assistant Treasurer, respectively, who shall serve until December 31 of that year. Any vacancy in the office of Assistant Secretary or Assistant Treasurer shall be filled by the Chancellor, with the approval of the Board, to serve until December 31 of that year.

3.16.8 Any vacancy in the office of elected Board Member shall be filled by the Chancellor, with the approval of the Board, until the earlier of (i) December 31st following the next annual election; or (ii) the end of the elected Board member's term.

3.16.9 In the event of a vacancy with respect to a representative of a Section or Division or a member appointed by the Chancellor, the vacancy shall be filled by the Section, Division and the Chancellor, respectively. Each person appointed to fill a vacancy shall serve

until the end of the calendar year in which the person is appointed and until such person's successor is elected or designated and qualified.

3.16.10 A person appointed under Section 3.16.8 to fill the unexpired term of a Board Member shall be deemed to have been elected by the Members.

3.17 Pro Bono Requirement.

3.17.1 On or before July 5 of each year, each of the Voting Board Members shall provide written certification to the Assistant Secretary that during the 12-month period ending on June 30 of such year such member has satisfied, in addition to such member's service on the Board of Governors, one of the following:

3.17.1.1 Has undertaken one new pro bono matter, which shall mean providing professional services at no fee or a reduced fee to persons of limited means or to public service or charitable groups or organizations; or

3.17.1.2 Is employed on a full-time basis by a public interest organization; or

3.17.1.3 Has provided alternative support if such member is prohibited from handling a pro bono matter based upon his or her position or is prevented from handling a pro bono matter due to other circumstances. "Alternative support" shall mean service in activities for improving the law, the legal system or the legal profession, or by financial support for organizations that provide legal services to persons of limited means.

3.17.2 On or before July 15 of each year, the Assistant Secretary shall submit to the Board of Governors a list containing the name of each Board Member who has not provided the information required by Section 3.17.1.

3.17.3 On or before July 31 of each year, the Assistant Secretary shall contact the Executive Director of Volunteers for the Indigent Program ("VIP") and request that VIP make available to each member who has not provided the certification required by Section 3.17.1, a pro bono matter appropriate for such person's experience and skill.

3.17.4 When each member who had not previously provided certification which complies with Section 3.17.1, he or she shall provide written certification thereof to the Assistant Secretary.

3.17.5 On or before August 31 of each year, any member who has failed to certify to the Assistant Secretary that such member has complied with Section 3.17.1 shall be referred by the Assistant Secretary to the Board of Governors for consideration of action pursuant to Section 3.13.

3.18 Diversity And Inclusion Requirement.

3.18.1 On or before July 5 of each year, all Voting Board Members shall provide written certification to the Assistant Secretary that, during the 12-month period ending on June 30 of such year, each such member has completed a diversity and inclusion action plan checklist, as provided by the Board.

3.18.2 On or before July 15 of each year, the Assistant Secretary shall submit to the Board a list containing the names of all Voting Board Members who have not provided the information required by Section 3.18.1.

3.18.3 On or before July 31 of each year, all Voting Board Members who have not provided the certification required by Section 3.18.1 shall meet with the Chancellor to discuss his or her noncompliance with Section 3.18.1

3.18.4 On or before August 31 of each year, all Voting Board Members who have not complied with Section 3.18.1 shall be referred by the Assistant Secretary to the Board for consideration of action pursuant to Section 3.13.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual And Stated Meetings.

4.1.1 An Annual Meeting of the Members shall be held on a day designated by the Chancellor during the first two weeks of December of each year at such hour as the Chancellor may designate, for the purpose of the Chancellor-Elect addressing the Members and for the consideration of such other matters as may be properly submitted to the Members.

4.1.2 As provided in Section 5.8.3, voting in the Association's annual election shall end on the day of the Annual Meeting.

4.1.3 In addition to the Annual Meeting there shall be at least three stated meetings of the Members in each year on such day and at such hour as shall be designated by the Chancellor.

4.2 Special Meetings.

Special meetings of the Members may be called by the Chancellor at any time and shall be called by the Chancellor on the written request of 100 Members, stating the purpose of the meeting. At special meetings only such business as shall be stated in the call and subjects germane thereto shall be considered.

4.3 Calls For Meetings.

4.3.1 All calls for meetings of the Members, stated or special, shall set forth the time, place and date of the meeting and shall briefly state the purposes of the meeting and shall be accompanied by either the full text, or a summary, of any matters to be considered.

4.3.2 At least five days before the time fixed for a meeting of the Members, the call and any accompanying reports, or summaries thereof, shall be individually Published, as the Chancellor may direct. (See Section 12.1 with respect to the notice requirement for substantive Bylaw amendments.)

4.4 Quorum At Meetings.

At all meetings of the Members, stated or special, 100 Members shall constitute a quorum. If no quorum is present within a reasonable time after the hour fixed for any meeting, the Members present may fix a time to which the meeting shall stand adjourned.

4.5 Parliamentary Matters In General.

All matters concerning the conduct of meetings of the Members not provided in these Bylaws shall be determined in accordance with Robert's Rules of Order, as the same may be revised from time to time, or such other procedures or rules as the Board shall adopt from time to time.

ARTICLE V NOMINATIONS AND ELECTIONS; TERMS OF OFFICE

5.1 Annual Association Election. Each year, the following shall be elected by the Members:

5.1.1 A Vice Chancellor to serve for a term of one year with an automatic annual succession to the offices of Chancellor-Elect and Chancellor, respectively;

5.1.2 A Treasurer, an Assistant Treasurer, a Secretary and an Assistant Secretary, for a term of one year each;

5.1.3 Five Board Members for a term of three years each;

5.1.4 In the event of a vacancy as provided in Section 3.16.8 with respect to an elected Board Member, and in accordance with the provisions of Section 3.10.2, a person to fill such vacancy for the balance of the term of that Board Member.

5.2 Terms Of Office. Unless otherwise provided by Section 3.16, the terms of office of those elected pursuant to Section 5.1 shall begin on the first day of the calendar year immediately following the Annual Meeting.

5.3 Elections Committee; Composition.

5.3.1 There shall be an Elections Committee which shall consist of the Immediate Past Chancellor, who shall serve as Chair, and a minimum of five and a maximum of ten committee members, all of whom shall be appointed by the Chancellor, with approval of the Board. The membership of the Elections Committee should reflect the diversity of the Association's membership. The term of members of the Elections Committee shall end on December 31 of the year in which they were appointed.

5.3.2 No person who has accepted appointment to the Elections Committee may be a candidate for any office of the Association in the year in which such member serves or has served on the Elections Committee.

5.3.3 A vacancy in the membership of the Elections Committee shall be filled by the Chancellor.

5.4 Duties And Procedures Of The Elections Committee.

5.4.1 The Elections Committee shall actively seek eligible candidates for the offices and positions to be filled on the Board. The Elections Committee shall actively seek and recruit candidates of diverse backgrounds, including those who have been historically underrepresented as officers and Board Members.

5.4.2 As often as the Elections Committee shall determine, but in no event less than on three separate days the last of which shall be on or before October 15 of each year, the Secretary shall cause a notice to be Published listing the offices to be filled and requesting nominations for such offices.

5.4.3 The Elections Committee shall adopt such rules and procedures as it shall deem appropriate for the conduct of its business to the extent not inconsistent with these Bylaws.

5.4.4 The Elections Committee and its members shall not endorse, evaluate or rank any candidate; provided, however, that members of the Election Committee may sign nominating petitions to be filed pursuant to Section 5.3.1.

5.5 Nominating Procedure.

A Member may become a candidate for an office of the Association or for the Board of Governors, by:

5.5.1 Delivering to the Secretary or the Secretary's designee, by a date set by the Elections Committee, nominations in writing which, for candidates of the Board, must be signed by at least 25 Members who are entitled to vote; for candidates for Secretary, Treasurer, Assistant Secretary and Assistant Treasurer, shall be signed by at least 35 Members who are entitled to vote; and for candidates for Vice-Chancellor, shall be signed by at least 100 Members who are entitled to vote; and,

5.5.2 Submitting a written authorization, in a form to be provided by the Elections Committee, for the Disciplinary Board to release any record of discipline on such person; and,

5.5.3 Submitting such biographical information as the Elections Committee may reasonably request.

5.5.4 Only nominations made in accordance with this Section 5.3 shall be considered for a vote of the Members.

5.6 Election Forums.

5.6.1 On or before September 15 of each year, the Elections Committee shall schedule one or more election forums to allow each candidate for office to make an oral presentation. The forums shall take place after the period for submission of nominating petitions has closed.

5.6.2 The Elections Committee shall set and Publish guidelines and procedures for the election forums; and provide for the wide dissemination to the Members of the candidates' qualifications and forum presentations.

5.6.3 The Chair of the Elections Committee or designee will preside over the forum(s), which shall be open to the Members.

5.7 Final Candidates.

5.7.1 The Secretary shall have Published on or before November 10 of each year a list of the candidates to be voted upon in alphabetical order.

5.7.2 If a vacancy occurs in any of the positions to be elected at any time prior to the time the person to be elected takes office, such vacancy shall be filled as provided for in Section 3.16.

5.8 Voting.

5.8.1 If there is a contest for any office to be filled, the election shall be conducted electronically over the Internet pursuant to procedures established by the Board to preserve the confidentiality of the Member's vote and the integrity of the voting process. The position of the nominee on the ballot shall be determined by lot. The drawing of lots shall be conducted by the Judge of Elections on or before November 10 of each year in the presence of the nominees and/or their representatives. The form of the ballot shall be prescribed by the Board.

5.8.2 If any position to be filled in an election is uncontested after the close of nominations, the name of the candidate shall not appear on the ballot and the Secretary shall cast a unanimous ballot in favor of such nominee.

5.8.3 Voting shall commence on a date and time to be determined by the Elections Committee which shall be no less than fourteen days prior to the date set for the Annual Meeting and shall conclude at a time on the day of the Annual Meeting to be determined by the Elections Committee. In the event of an internet outage or similar occurrence that makes general voting impossible on one or more days or parts of days, a majority of the Chancellor, Chancellor Elect and Vice Chancellor may extend the time for voting for a period of time which, a majority of the Chancellor, Chancellor Elect and Vice Chancellor determine is reasonable under the circumstances.

5.9 Appointment Of Election Officials; Report.

The Chancellor shall appoint from among the Members, with the approval of the Board, a Judge of Elections. The Judge of Elections shall have the power to resolve any dispute regarding the validity of any vote cast, the right to vote or a claim of infringement of the right to vote; and the Judge of Election's decision shall be final and binding on all parties. The Judge of Elections shall close the voting, certify the election results and report the election results to the Chancellor, who shall forthwith cause the names of those elected to be Published. The powers of the Judge of Elections shall be limited to the authority granted to the Judge of Elections pursuant to this Section 5.9.

5.10 Voting Qualifications.

If a Member is delinquent in the payment of dues for the current year, such Member shall not be entitled to vote in the annual election. A Member who cures such delinquency at any time prior to voting shall be eligible to vote.

ARTICLE VI DUES AND OTHER FINANCIAL AFFAIRS; INDEMNIFICATION

6.1 Dues; Assessment.

6.1.1 On an annual basis, the Board shall determine the calendar year dues of each class of membership set forth in Section 2.1. For purposes of determining dues, the Board may further divide each class of membership by period of admission to practice law, age, residence, location of office or any other reasonable standards. For purposes of this Section 6.1, the period of a Member's admission shall be calculated from the date on which the Member was first admitted to practice before any court of record.

6.1.2 The Chancellor, in consultation with the Executive Director, may provide for the waiver of part or all of the dues of a Member or applicant for membership or any provision of Section 2.1 or 2.2, if it is determined that there are special circumstances.

6.2 Dues; When Payable.

6.2.1 Dues shall be payable annually in advance on or before January 1 of each year. The Association shall send a written notice to each Member prior to January 1 of each year stating that dues for that year are then payable, and setting forth the arrearages of dues, if any.

6.3 Annual Operating Budget.

6.3.1 Prior to the commencement of each Fiscal Year, the Board shall adopt an operating budget setting forth anticipated income and expenditures for the year. A summary of the operating budget shall be Published prior to January 31 of the applicable fiscal year. During the fiscal year, the Board may authorize additional expenditures in excess of the adopted operating budget, provided that no single expenditure may exceed five percent of the total of the adopted operating budget unless such expenditure is first approved at a meeting of the Members or in a secret ballot referendum vote in accordance with the requirements of Section 12.1.2.

6.4 Audits.

6.4.1 The accounts of the Association, covering all moneys, investments and other property of the Association, shall be audited annually and at such other times and in such manner as may be deemed appropriate by the Board, and a report thereof and of the financial condition of the Association shall be presented to the Board and shall be available for inspection by any Member at the office of the Association and on the Association's website.

6.5 Indemnification And Limitation of Liability.

6.5.1 Limitation of Liability: To the fullest extent permitted by Pennsylvania law, as then in effect, a Board Member shall not be personally liable for any action taken or for any failure to take action as an Officer or as a Board Member. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. The limitation of liability shall not apply if (i) the Board Member has breached or failed to perform the duties of his or her office under 15 Pa.C.S. § 5712 (which, as amended from time to time, is hereafter called Section 5712); and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This Section 6.5.1 shall not limit a Board Member's liability for monetary damages to the extent any such limitation is prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

6.5.2 Mandatory Indemnification. To the fullest extent permitted by Pennsylvania law, as then in effect, the Association shall indemnify any present or former Board Member, Officer, member of the Commission, or individual serving as a board member or officer of another entity by appointment of the Chancellor and/or the Board or by virtue of that individual's position in the Association, which individual was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding, issue or matter, whether civil, criminal, legislative, administrative, or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Association or other entity) (i) by reason of the fact that such individual is or was serving as a Board Member or Officer; or (ii) by reason of the fact that such individual is or was serving at the request or appointment of the Chancellor and/or the Board, or by virtue of that individual's position in the Association, as a director, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such individual in connection with such action, suit, proceeding, issue or matter. Indemnification under this Section 6.5.2 shall not be provided in any situation excepted from indemnification as provided in Section 6.3.4. An individual entitled to indemnification under this Section 6.5.2 is hereafter in this Article VI called a "person covered by Section 6.5.2." In addition

6.5.3 Advance of Expenses. Expenses (including attorney's fees and costs) incurred by a person covered by Section 6.5.2 in defending a threatened, pending or completed civil or criminal action, suit, proceeding, issue or matter shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such

person is not entitled to be indemnified by the Association, except as otherwise provided in Section 6.5.4. The right to advancement of expenses by the Board Member, Officer or Commission member shall not be subject to any condition other than submission of such an undertaking. The undertaking need not be secured and shall be accepted without reference to the financial ability of the Board Member, Officer or Commission member to make repayment.

6.5.4 Exceptions. No indemnification under Section 6.5.2 or advancement or reimbursement of expenses under Section 6.5.3 shall be provided to a person covered by Section 6.5.2 (a) if a final unappealable judgment or award establishes that such Board Member, Officer or Commission member engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Association or other enterprise; (c) for amounts paid in settlement of any threatened, pending or completed action, suit, proceeding, issue or matter without the written consent of the Association, which written consent shall not be unreasonably withheld; and/or (d) if otherwise contrary to Pennsylvania law, as then in effect. The Board is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 6.5.2 or advancement or reimbursement of expenses under Section 6.5.3, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board.

6.5.5 Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Section 6.5 shall continue as to a person who has ceased to be a Board Member, Officer or Commission member, and shall inure to the benefit of the heirs, executors and administrators of such person.

6.5.6 Notice of Commencement of Action. As a condition of any right to indemnification hereunder, the Board Member, Officer or Commission Member shall give the Association written notice of the commencement of a claim, action, suit, proceeding, issue or matter against him or her as soon as practicable, but in any event, no later than sixty (60) days from when he or she becomes aware of such claim, action, suit, proceeding, issue or matter. Where a Board Member, Officer or Commission member fails to give such notice and that failure causes the Association material prejudice, the Association may, in its discretion, choose not to indemnify such Board Member, Officer or Commission member for any expenses incurred by him or her with respect to such claim, action, suit, proceeding, issue or matter. The Association shall have the right, at its election and expense, to assume or participate in the defense of any such civil action, suit or proceeding, if to do so will not subject it to a conflict of interest and is not unreasonable under the circumstances. If the Association assumes the defense, the Board Member, Officer or Commission member may participate in the defense at his or her own expense. The Association shall only be obligated to pay a settlement of a civil action, suit, proceeding, issue or matter to which it consents in writing, its consent not to be unreasonably withheld. If the Association is obligated to indemnify or advance expenses to a Board Member, Officer or Commission member as to a proceeding relating to his or her service at the

Association's request as a director, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), the Association's obligation shall be secondary to and in excess of any indemnification and advancement obligation owed by such other corporation, partnership, limited liability company, joint venture, trust or enterprise, or its insurer, and the Association shall be subrogated to the rights of the Board Member, Officer or Commission member with respect to such obligation of indemnification, advancement or insurance, if not duly paid.

6.5.7 General Provisions Relating To Indemnification and Limitation of Liability.

6.5.7.1 The term "to the fullest extent permitted by applicable law," as used in this Section 6.5, shall mean the maximum extent permitted by public policy, common law or statute. A person covered by Section 6.5.2 may, to the fullest extent permitted by applicable law at the time of the election, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (a) on the basis of the applicable law on the date this Section 6.5 was adopted, or (b) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (c) on the basis of the applicable law in effect at the time indemnification is sought.

6.5.7.2 The right of a person covered by Section 6.5.2 to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 6.5.3 (a) may be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Association and such person; and (b) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Section 6.5 with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

6.5.7.3 If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Association within 30 days after a written claim has been received by the Association together with all supporting information reasonably requested by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Association's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Association (including the Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Association (including the Board or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

6.5.7.4 The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to this Section 6.5 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the Board Members or otherwise, both as to action in such Board Member's or officer's official capacity and as to action in another capacity while holding that office.

6.5.7.5 Nothing in this Section 6.5 shall be construed to limit the rights and powers the Association possesses under Subchapter D of 15 Pa.C.S. Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Association may otherwise have under applicable law.

6.5.7.6 The provisions of this Section 6.5 may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 6.5.2 by a written agreement signed by the Association and such person.

6.5.8 Indemnification of Employees and Others; Optional Indemnification. To the fullest extent permitted by Pennsylvania law, as then in effect, the Association may indemnify employees and others affiliated or involved with the Association on the same terms and conditions as Board Members, Officers and Commission members, if the Board decides that it is in the best interests of the Association to indemnify any such individuals. The Association may, to the fullest extent permitted by Pennsylvania law, as then in effect, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Section 6.5.

6.5.9 Insurance. To the fullest extent permitted by Pennsylvania law, as then in effect, the Association shall have the power to purchase liability insurance on behalf of any person who is or was serving as a Board Member, Officer, Commission member, employee or otherwise affiliated or involved with the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan, whether or not the Association would have the power to indemnify such persons against liability under applicable law.

6.5.10 Severability of Provisions. Every provision of this Section 6.5 is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Section 6.5.

ARTICLE VII JUDICIAL SELECTION

7.1 Policy Concerning Judicial Selection, Retention and Evaluation.

The Association shall

7.1.1 Recommend and actively support for judicial office individuals who, by virtue of their integrity, judicial temperament, professional competence and experience, and commitment to the community, have demonstrated their qualifications for judicial office;

7.1.2 Oppose the selection for or retention in judicial office of individuals who have not demonstrated such qualifications;

7.1.3 Recruit and encourage individuals most qualified for judicial office to accept appointment or stand for election to such office;

7.1.4 Exclude political considerations from the evaluation of individuals for retention and selection for judicial office;

7.1.5 Actively support constitutional reform for merit selection of judges; and

7.1.6 Conduct periodic interim evaluations with regard to the performance of members of the judiciary.

7.2 Courts Within Scope Of Association's Concern.

7.2.1 The Association shall be concerned with judges of, and judicial candidates for, the Court of Common Pleas of Philadelphia County and the Philadelphia Municipal Court.

7.2.2 The Association may be concerned with judges of, and judicial candidates for, the Supreme, Superior and Commonwealth Courts of Pennsylvania; the United States District Court for the Eastern District of Pennsylvania; the United States Court of Appeals for the Third Circuit, and any other court for which an individual is being considered, or for which the Board deems it appropriate.

7.3 Commission On Judicial Selection And Retention; Quorum; Chair; Vice Chair; Vacancies.

7.3.1 The Commission shall implement the policies of the Association set forth in Section 7.1. In addition to the criteria set forth in Section 7.1.1, the Commission may adopt such other criteria for selecting individuals to recommend and actively support for judicial office, so long as any additional criteria are consistent with Section 7.1.

7.3.2 The Commission shall consist of 35 persons, each of whom shall be entitled to vote, as follows:

7.3.2.1 The Chancellor, the Chancellor-Elect, and the Vice Chancellor.

7.3.2.2 The President Judge of the Court of Common Pleas of Philadelphia County and the President Judge of the Philadelphia Municipal Court.

7.3.2.3 The District Attorney of Philadelphia; the City Solicitor of the City of Philadelphia; and the Chief Defender of the Defender Association of Philadelphia. Every

calendar year, each of the individuals listed in this Section 7.3.2.3 may appoint a designee to serve instead of that individual as a member of the Commission for that year; provided that the designee agrees to consistently attend meetings of the Commission throughout the year.

7.3.2.4 The Chair of the Young Lawyers Division; the Chair and one additional representative of the Criminal Justice Section; provided that one shall be employed by a prosecuting authority and the other shall be a criminal defense attorney; the Chair or Co-Chair of the Family Law Section; the Chair or Co-Chair of the Probate and Trust Section; the Chair or Co-Chair of the Public Interest Section; the Chair or Co-Chair of the State Civil Litigation Section; and a representative of the Business Law Section who shall be a business litigator appointed by the Executive Committee of the Section.

7.3.2.5 The Chair or a Co-Chair of the Appellate Courts Committee; the Chair or a Co-Chair of the LGBT Rights Committee; the Chair or a Co-Chair of the Municipal Court Committee; the Chair or a Co-Chair of the Women in the Profession Committee. If a committee listed in this Section 7.3.2.5 has one or more co-chairs, on or before January 15 of each year one of the co-chairs shall notify the Chancellor as to the identity of the co-chair who will serve as a member of the Commission for that year. If that notification is not given by January 15, the Chancellor shall designate one of the co-chairs to serve as a member of the Commission for that year.

7.3.2.6 Four Voting Members of recognized standing, judgment and independence, one of whom shall be appointed by the Chancellor each year, with the approval of the Board, to serve for a term of four years each, one term expiring on December 31 of each year, with a limitation of two consecutive four-year terms. Thereafter, the Voting Member shall be eligible for reappointment to the Commission after a lapse of 11 months from the expiration of the Voting Member's term. The Chancellor, on or before January 15 of each year, shall appoint with the approval of the Board, the successor to the lawyer member whose term expired on December 31 of the previous year.

7.3.2.7 Four non-lawyers, two of whom shall be appointed by the Chancellor each year, with the approval of the Board, to serve for terms of one year and two of whom shall serve for a term of two years each, one term expiring on December 31 each year, with no limitation on the number of terms. Such persons shall be selected from the public at large and be persons of recognized standing, judgment and independence, who have demonstrated their interest in the administration of justice in Philadelphia. The Chancellor, on or before January 15 of each year, shall appoint, with the approval of the Board, the successors of the members appointed pursuant to this Section 7.3.2.7 whose terms expired on December 31 of the previous year.

7.3.2.8 The Chair or the Executive Director of Community Legal Services as designated by its Board; the President or a representative of the Asian-Pacific American Bar Association of Pennsylvania, as designated by its Board; the President or a representative of the Barristers' Association of Philadelphia, as designated by its Board; the President or a representative of the Hispanic Bar Association of Pennsylvania, as designated by its board; and the President or a representative of the South Asian Bar Association of Philadelphia, as

designated by its board. Any individual designated pursuant to this Section 7.3.2.8 must be a Voting Member in order to serve on the Commission.

7.3.2.9 A member of the board of the Philadelphia Trial Lawyers Association, as designated by its board; and a member of the board of the Philadelphia Association of Defense Counsel, as designated by its board. Each individual appointed pursuant to this Section 7.3.2.9 shall serve for a term of two years, with a limitation of three consecutive two-year terms. Thereafter, the individual shall be eligible for reappointment to the Commission after a lapse of 11 months from the expiration of the member's term. Any individual designated pursuant to this Section 7.3.2.9 must be a Voting Member in order to serve on the Commission.

7.3.3 The following shall be the quorum requirements for meetings of the Commission:

7.3.3.1 Quorum: For the transaction of business other than that of determining whether a candidate is recommended for judicial office, a majority in number of the currently serving members of the Commission shall constitute a quorum. Notwithstanding the loss of a quorum, the members of the Commission present at a duly organized meeting can continue to do business until adjournment.

7.3.3.2 Super Quorum; Voting: For determining whether a candidate is recommended for judicial office, the quorum requirement shall be increased to that number set by the Commission. Unless a higher number is required by the Commission with the approval of the Board for a certain category of recommendation, the vote of a majority plus one of the currently serving members of the Commission present at a meeting at which a super quorum remains present and voting shall constitute the acts of the Commission.

7.3.4 The Chair of the Commission shall be a Voting Member and shall be named by the Chancellor on or before January 15 of each year to serve for a term coincident with the Chancellor's term, but no person shall serve as Chair for more than three years in succession. The Vice Chair of the Commission shall be a Voting Member and shall be named by the Chancellor-Elect on or before January 15 of each year to serve for a term coincident with the Chancellor-Elect's term, but no person shall serve as Vice Chair for more than three years in succession. No person shall be appointed as a Chair or Vice Chair without having first served during a judicial election year as either a commission member or as a trained reviewer in the Commission's Investigative Division.

7.3.5 Vacancies in the appointed members of the Commission shall be filled by appointment of the Chancellor, with the approval of the Board.

7.4 Duties Of The Commission.

The Commission will have the following responsibilities:

7.4.1 Judicial Appointment and Election.

7.4.1.1 Whenever an individual (other than an incumbent judge) is under consideration for appointment or election to a vacancy in judicial office in a court set forth in Section 7.2.1, the Commission shall investigate the qualifications of such person to hold such office and make such recommendations with regard thereto as may be appropriate, including recommendations to the public when an election is involved and to the legislature if confirmation of an appointment is required.

7.4.1.2 Whenever an incumbent judge is under consideration for appointment to a vacancy in judicial office in a court set forth in Section 7.2.1, the Commission shall investigate the qualifications of such judge, including the taking of a poll, if considered desirable by the Commission, and make recommendations with regard thereto as may be appropriate.

7.4.1.3 Whenever an individual is under consideration for a vacancy in judicial office in a court set forth in Section 7.2.2, the Commission may, but shall not be required to, investigate the qualifications of such person for such office and make such recommendations with regard thereto as may be appropriate, including recommendations to the public when an election is involved and to the legislature if confirmation of an appointment is required.

7.4.1.4 The Commission shall not make a favorable recommendation with respect to any candidate for judicial office, including a candidate seeking retention, who fails to waive generally all claims of confidentiality the candidate may have, or had, with regard to any documents, information or files concerning matters before the Disciplinary Board of the Supreme Court of Pennsylvania, the Judicial Inquiry and Review Board or any other similar body having jurisdiction over such candidate.

7.4.2 Incumbent Judges -- Retention or Election.

7.4.2.1 The Commission shall conduct an evaluation of the performance of any incumbent judge who seeks retention in or election to a court with which the Association is concerned and shall Publish its report as to whether such person is recommended for retention in or election to such judicial office. The Commission may conduct an evaluation of the performance of any incumbent judge who seeks retention in or election to a court with which the Association may be concerned and shall Publish its report as to whether such person is recommended for retention in or election to such judicial office. As part of its evaluation and prior to issuing its report, the Commission shall conduct a poll of licensed Pennsylvania attorneys, as provided by the Commission, concerning pertinent aspects of the performance of such incumbent judge, except in any case in which the judge has held office for an insufficient period of time, as determined by the Commission, for a meaningful poll to be conducted. The results of such poll, which shall be Published with the Commission's findings, shall be considered by the Commission along with all other information which shall come before the Commission in its investigation and consideration of the qualifications of the candidate.

7.4.2.2 In order for an incumbent judge to be found recommended by the Commission for retention, such judge must commit to the Association in writing that, unless the Commission determines the judge faces active opposition, the judge will not, directly or indirectly, solicit contributions for his or her campaign from attorneys.

7.4.3 Interim Evaluation. The Commission may carry out interim evaluations of the judicial performance of judges of courts with which the Association is concerned and shall communicate and/or Publish the reports of such evaluations as the Commission in its discretion deems advisable. The manner and frequency of such interim evaluations shall be determined by the Commission.

7.4.4 Merit Selection. The Commission may coordinate the efforts of the Association to achieve merit selection of judges through amendment to the Constitution of Pennsylvania and other appropriate means.

7.4.5 Rules and Regulations. The Commission may adopt rules and regulations to govern its procedures, not inconsistent with these Bylaws.

7.5 Duty Of Fidelity; Breach; Removal; Disqualification.

7.5.1 No member of the Commission shall in any way make known the members' intention to vote for or against any person to be considered by the Commission prior to the time of the meeting at which the vote on that candidate shall be cast.

7.5.2 Except as provided in this Article, any action taken by the Commission and any discussions or statements made at a Commission meeting pertaining to the qualifications of any person whose name has been submitted to or has been considered by the Commission shall be confidential and shall not be disclosed.

7.5.3 Any member making any commitment or disclosure in violation of this Section 7.5 may be removed by the other members of the Commission. Any member so removed shall have a right of appeal to the Board by filing an appeal with the Secretary within 30 days following such removal, but the appeal shall be restricted to the factual question whether the member made the commitment or disclosure. If the Board finds that the member did make the commitment or disclosure, the Board shall not reverse the action of the Commission. The action of the Commission in making such removal shall not be stayed by reason of the pendency of an appeal. The decision of the Commission shall be final unless appealed to the Board, and the decision of the Board shall be final and binding on all parties, with no further right of appeal.

7.5.4 No person who is seeking or being considered for appointment, retention in or election to any judicial or any other public office shall be eligible for appointment as a member of the Commission. With the exception of the President Judge of the Court of Common Pleas of Philadelphia County and the President Judge of the Philadelphia Municipal Court (each hereinafter called "a judiciary member of the Commission"), any member of the Commission who is seeking or being considered for appointment, retention in or election to any judicial office, or who authorizes the Commission to consider the member's qualifications for judicial office, shall forthwith cease to be a member of the Commission and shall be ineligible for

membership on the Commission for a period of two years thereafter. Any member of the Commission who becomes a candidate for any elective public office other than a judicial office shall forthwith cease to be a member of the Commission and shall be ineligible for membership on the Commission until the conclusion of the member's candidacy for public office. A judiciary member of the Commission shall remain a member of the Commission even though seeking or being considered for appointment or election to, or retention in, a judicial office, but in such event such judiciary member of the Commission shall be disqualified from voting or participating in Commission deliberations respecting such judicial office. An alternate member of the Commission appointed by an organization or agency pursuant to Section 7.3.2.1 shall be disqualified from voting or participating in Commission deliberations respecting a judicial office being sought by the ex officio member such person has replaced.

7.6 Cooperation With Pennsylvania And American Bar Associations.

In the case of any vacancy in a federal court or in the Supreme, Superior or Commonwealth Courts of Pennsylvania, the Commission shall, insofar as possible, cooperate with the Standing Committee on the Federal Judiciary of the American Bar Association and the Judiciary Committee of the Pennsylvania Bar Association, respectively, and may report to one or both committees any action taken or matters discussed by the Commission.

7.7 Vacancies.

7.7.1 General provision. If a vacancy occurs on the Commission with respect to an individual appointed pursuant to the terms of Sections 7.3.2.3, 7.3.2.4, 7.3.2.5, 7.3.2.6, 7.3.2.7, 7.3.2.8 or 7.3.2.9, other than through the operation of Section 7.5.4, a replacement shall be appointed for the remainder the year or that individual's term, whichever is longer, by the individual or entity authorized to make the original appointment.

7.7.2 Vacancies created by operation of Section 7.5.4.

7.7.2.1 If the District Attorney of Philadelphia, the City Solicitor of the City of Philadelphia; the Chief Defender of the Defender Association of Philadelphia or the Pennsylvania Attorney General personally is serving on the Commission and ceases to be a member of the Commission by reason of the application of Section 7.5.4, then the applicable entity or organization shall designate an alternate representative of appropriate rank and seniority by whatever means the entity or organization deems appropriate. If a designee of one of these individuals who has been designated to serve on the Commission pursuant to the terms of Section 7.3.2.3 ceases to be a member of the Commission by reason of the application of Section 7.5.4, then another individual may be designated to serve instead of that designee as a member of the Commission for the remainder of that year.

7.7.2.2 If the Chair of the Appellate Courts Committee, the LGBT Rights Committee; the Municipal Court Committee or the Women in the Profession Committee ceases to be a member of the Commission by reason of the application of Section 7.5.4, the vacancy shall be filled by appointment of the Chancellor, unless that Committee has one or more

co-chairs, in which event another Co-Chair shall serve on the Commission as provided in Section 7.3.2.5.

7.7.2.3 If a Voting Member appointed pursuant to Section 7.3.2.6 ceases to be a member of the Commission by reason of the application of Section 7.5.4, then the Chancellor, with the approval of the Board, shall appoint a replacement to serve out the term of that member of the Commission.

7.7.2.4 If the Commission member serving as the member designated by the board of Philadelphia Trial Lawyers Association or the Philadelphia Association of Defense Counsel ceases to be a member of the Commission by reason of the application of Section 7.5.4, then the board of the applicable organization shall designate an alternative representative of that organization.

ARTICLE VIII COMMITTEES

8.1 Standing Committees. The Standing Committees of the Association shall be the Elections Committee provided for in Section 5.3 and such other committees created by the Board and designated by the Board as Standing Committees.

8.2 Composition And Appointment Of Standing Committees.

8.2.1 Except as otherwise provided in these Bylaws, all members of Standing Committees shall be Members. Such committee members shall be appointed by the Chancellor during the term of the Chancellor to serve for a term concurrent with the Chancellor's term or until their successors are appointed.

8.2.2 The Chairs or Co-Chairs of Standing Committees shall be named by the Chancellor on or before January 15 of the Chancellor's term to serve for a term concurrent with the Chancellor's term or until their successors are appointed. The Chancellor, Chancellor-Elect and Vice Chancellor shall be ex officio voting members of such committees. Except as otherwise provided, vacancies in the position of Chair or Co-Chair of a Standing Committee shall be filled by appointment of the Chancellor.

8.2.3 Where the Chancellor deems the same to be in the best interests of the Association, and subject to the provisions of this Section 8.2.3 as well as the other provisions of the Bylaws, the Chancellor may appoint one or more non-lawyers to serve as members of any Standing Committee except that, unless otherwise approved by the Board, (1) any one Standing Committee may have no more than five or no greater than one-third of its members, whichever is less, who are non-lawyers, and (2) no non-lawyer may be Chair or Co-Chair of any Standing Committee.

8.3 Special And Ad Hoc Committees.

8.3.1 Committees other than Standing Committees may be created and

dissolved as the Board or the Chancellor may direct. The Chancellor, Chancellor-Elect and Vice Chancellor shall be ex officio voting members of each such Special Committee or Ad Hoc Committee. The term Special and Ad Hoc Committees shall include Task Forces.

8.3.2 Where the Chancellor deems the same to be in the best interests of the Association, the Chancellor may appoint one or more non-lawyers to serve as members of any Special or Ad Hoc Committee except that, unless otherwise approved by the Board, no non-lawyer may be chair or co-chair of any Special or Ad Hoc Committee unless there is a co-chair of such Special or Ad Hoc Committee who is a Member.

8.3.3 Except as otherwise provided, the Chancellor shall appoint the chair or co-chairs of, and shall fill vacancies in the office of chair or co-chairs of, each Special or Ad Hoc Committee.

8.3.4 The names and descriptions of each Special and Ad Hoc Committee shall be listed in a Register of Committees.

8.4 Register Of Committees.

The Association shall maintain a register of Committees which shall include the names and descriptions of the Standing and Special and Ad Hoc Committees. The register of Committees shall be included in the Association's website.

8.5 Committee Meetings.

8.5.1 Each Committee shall meet at least quarterly at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the Committee or of the Chancellor.

8.5.2 At the discretion of the Chancellor or the Chair of the Standing Committee affected, notice of a meeting or meetings of a Standing Committee may be given in such manner and to such persons, whether or not members of the Standing Committee or of the Association, as deemed to be in the best interests of the Association.

8.6 Committee Procedures; Reports.

8.6.1 Except as otherwise provided herein, all Committees shall fix their regular time and place of meeting, may provide that a number less than a majority of the Committee shall constitute a quorum thereof, and shall have the general power to adopt regulations for their own government and course of procedure not inconsistent with the Charter, Bylaws and resolutions of the Association.

8.6.2 Committees shall not undertake any activity involving the expenditure of funds except as provided in this Section 8.6.2. Funds (i) authorized by the Board for expenditure by Committees in the Association's annual operating budget provided for in Section 6.3.1; and/or (ii) otherwise authorized by the Board for expenditure by a Committee or Committees, subject to the limitations set forth in Section 6.3.1, may be expended by Committees with the

approval of the Chancellor or the Executive Director. Funds may be raised and expended by Committees with the approval of the Chancellor or the Executive Director. If a Committee disagrees with a decision of the Executive Director with respect to a specific expenditure or fund-raising activity, the Committee may seek approval of the Chancellor, whose decision shall be final. All actions by Committees shall be consistent with the Charter, Bylaws and resolutions of the Board.

8.6.3 At such time or times as the Chancellor or Board shall determine, the Chair of each Committee shall transmit a report of its activities to the Chancellor and/or the Board.

8.6.4 Committees charged with acting on behalf of the Association or with representing its views shall do so subject to Section 11.3 of these Bylaws.

8.7 Effect Of Excessive Absence.

Subject to the exercise of the discretion of the Chancellor, any appointed member of a Committee who, after due notice, is absent without excuse from three successive Committee meetings shall, upon written request of the Chair of the Committee to the Chancellor, cease to be a member of the Committee; the member's name shall be removed forthwith from any roster of the Committee maintained by the Association, and the vacancy thereby occasioned shall be filled as in the case of other vacancies.

ARTICLE IX DIVISIONS

9.1 Divisions; Additional Divisions.

9.1.1 The Divisions of the Association shall be as set forth in this Article.

9.1.2 Additional Divisions may be established by amendment of these bylaws as provided in Section 12.1. The establishing bylaw shall identify the membership or subject matter of the Division, which shall not be a recognized area of substantive or procedural law or the practice thereof.

9.2 Combination, Change Of Name Or Discontinuance of Divisions.

The Board may change the name of, combine or discontinue any Division or Divisions.

9.3 Membership Of Divisions.

9.3.1 All members of Divisions shall be Members except as set forth in Section 9.3.2, and any Member may be a member of any one or more Divisions.

9.3.2 Any Division may permit one or more non-lawyers to serve as members of the Division or any committee thereof, and unless otherwise approved by the Board no non-lawyer may be an officer of any Division.

9.4 Division Organization And Procedures; Reports.

9.4.1 Each Division shall adopt such bylaws and other regulations for its organization, governance and conduct of its business as it deems appropriate, not inconsistent with the Charter, Bylaws and resolutions of the Board.

9.4.2 The officers of each Division shall be the Chair, Secretary, Treasurer and such other officers as are provided in its bylaws. In lieu of a Chair, a Division may have two or more Co-Chairs, in which case any reference to the "Chair" of a Division in these Bylaws shall refer to any Co-Chair, as determined by the Division.

9.4.3 No Division may assess dues on its members unless first authorized by the Board.

9.4.4 All funds raised by or allocated to a Division shall be funds of the Association; provided that all such funds shall be used only to support the activities of the Division consistent with these Bylaws.

9.4.5 At such time or times as the Chancellor or Board shall determine, the Chair of each Division shall transmit a report of its activities to the Chancellor and/or the Board.

9.5 Division Meetings.

All Divisions shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair thereof to call a meeting upon the written request of the Chancellor or of any 25 members of the Division.

9.6 The Young Lawyers Division.

9.6.1 The Young Lawyers Division shall consist of all Voting Members:

9.6.1.1 Who are under 40 years of age, or

9.6.1.2 Regardless of age, whose third anniversary of their first admission to the Bar of any state has not yet occurred.

9.6.2 Membership of a Member in the Division shall terminate automatically at the end of the calendar year during which a Member no longer fulfills either of the requirements set forth in Section 9.6.1, or at such earlier time as the Member ceases to be a Voting Member.

ARTICLE X SECTIONS

10.1 Sections; Additional Sections.

10.1.1 The Sections of the Association shall be as set forth in this Article.

10.1.2 Additional Sections may be established by amendment of these bylaws as provided in Section 12.1 upon petition to the Board signed by 50 or more Members whose principal practice or interest shall be within the contemplated jurisdiction of the Section. The petition shall state the contemplated jurisdiction of the Section, which shall be a recognized area of substantive or procedural law or the practice thereof, and which shall not be in substantial conflict with the jurisdiction of any Standing or Special Committee that will continue after the Section is established.

10.2 Combination, Change Of Name Or Discontinuance of Sections.

The Board may change the name of, combine or discontinue any Section or Sections.

10.3 Membership Of Sections.

10.3.1 All members of Sections shall be Members except as set forth in Section 10.3.2, and any Member may be a member of any one or more Sections.

10.3.2 Any Section may permit one or more non-lawyers to serve as members of the Section or any committee thereof, except that unless otherwise approved by the Board no more than 10 percent of the members of any Section may be non-lawyers, and no non-lawyer may be an officer of any Section. This provision shall not be construed to prevent any other cooperation and affiliation, with the approval of the Board, between Sections and non-member groups for the purpose of furthering the work of the Sections and the objectives of the Association.

10.4 Section Organization And Procedures; Meetings; Reports.

10.4.1 Each Section shall adopt such bylaws and other regulations for its organization, governance and conduct of its business as it deems appropriate, not inconsistent with the Charter, Bylaws and resolutions of the Board.

10.4.2 The officers of each Section shall be the Chair, Vice Chair, Secretary, Treasurer and such other officers as are provided in its bylaws. In lieu of a Chair and Vice Chair a Section may have two or more Co-Chairs, in which case any reference to the "Chair" of a Section in these Bylaws shall refer to any Co-Chair, as determined by the Section.

10.4.3 All Sections shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair thereof to call a meeting upon the written request of the Chancellor or of any 10 members of the Section.

10.4.4 Subject to the approval of the Board, each Section may assess dues on its members in such amounts as the Section shall determine.

10.4.5 All funds raised by or allocated to a Section shall be funds of the Association; provided that all such funds shall be used only to support the activities of the Section consistent with these Bylaws.

10.4.6 At such time or times as the Chancellor or Board shall determine, the Chair of each Section shall transmit a report of its activities to the Chancellor and/or the Board.

10.4.7 All Section actions shall be consistent with the Charter, Bylaws and resolutions of the Board.

10.5 Business Law Section

The Business Law Section shall promote the objectives of the Association within the field of business law and, to that end, shall endeavor to: (1) advance the development of the law and further the continuing education and professional development of its members within such field through the creation, support and sponsorship of educational programs and the dissemination of resources; (2) monitor and evaluate legal developments in such field and pursue (and cooperate with other organizations in pursuing) uniformity with respect to both legislation and administration in all matters within such field; (3) provide leadership, training and networking opportunities through involvement with the Section or its committees; (4) provide access to such field through the support of programs that make pro bono representation available to the community; and (5) promote diversity in the business law community.

10.6 Criminal Justice Section.

The Criminal Justice Section shall study and make recommendations concerning criminal law and procedure. The Section shall cooperate in the improvement of criminal law enforcement in the City of Philadelphia and with the personnel charged with the same. The Section, on behalf of the Association, shall from time to time meet with judges, public officials, law enforcement, officers and others for the purpose of submitting to them and discussing with them plans for improvements or changes in criminal law and in the administration of criminal justice. The Section shall consider and report upon any such improvements or changes as may be referred to it by the Association and shall take such action as may be appropriate in support of or in opposition to such improvements or changes. When so directed by the Association, or by the Board, the Section shall advocate or oppose, in the name of the Association, particular suggested changes in rules of court or in the Federal or Pennsylvania Rules of Criminal Procedure.

10.7 Family Law Section.

The Family Law Section shall study and submit resolutions concerning the laws, local and statewide rules of procedure, administrative regulations and forms and procedures governing marriage, divorce, adoption, support, custody, property division, dependency, juveniles, protection from abuse, paternity and other subjects related to family law. The Section shall work with the Family Court of Philadelphia to develop and implement policy and rules, shall provide the members of the Section and the Bench with continuing legal education, shall encourage an atmosphere of civility, sensitivity and camaraderie among the members of the Bench and Bar,

and shall work to improve the delivery of legal services, administration of justice and public perception of the family law system.

10.8 Probate and Trust Law Section.

The Probate and Trust Law Section shall (1) promote the objectives of the Association within the fields of probate, trust, guardianship and elder law, (2) further the continuing education of the Philadelphia Bar within those fields of law, (3) advocate the study of those fields of law, (4) cooperate in attaining uniformity with respect to both legislation and administration in all matters within those fields, and (5) simplify and improve the application of justice in those fields of law. The Section shall serve as a forum for communicating information to its members on current developments and trends in estate, trust, guardianship, and elder law.

10.9 Public Interest Section.

The Public Interest Section shall promote the interests of the Members who address the legal needs and rights of the poor, minorities, victims of abuse, persons with disabilities, the homeless and other disadvantaged populations. The Section shall provide a forum for the Bar to work together on issues of mutual concern that affect the public interest, to provide continuing legal education to its members, and to educate and involve the entire Bar in issues affecting the public interest. In addition to other committees created by the Public Interest Section, there shall be three standing committees: a Civil Rights Committee, a Delivery of Legal Services Committee, and a Women's Rights Committee of the Public Interest Section. The Chancellor, Chancellor-Elect and Vice Chancellor shall be ex officio voting members of the standing committees. The Chairs of all committees of the Public Interest Section shall be named by the Chancellor on or before January 15 of the Chancellor's term to serve for a term concurrent with the Chancellor's term or until their successors are appointed.

10.10 Real Property Section.

The Real Property Section shall promote the objectives of the Association within the field of real property law by discussing, studying and suggesting improvements in applicable laws, practices and procedures. The Section shall also assist in the formulation of continuing legal education programs and materials. The Section shall serve as a forum for communicating information to its members on current developments and trends in real property law and provide them with an opportunity to network and develop relationships with other lawyers and professionals in the real estate industry.

10.11 State Civil Litigation Section.

The State Civil Litigation Section shall promote the objectives of the Philadelphia Bar Association within the field of state civil litigation and, to that end: advance the development of the law and the further and continuing education of the Philadelphia bar within this field in all its branches; formulate and extend the study of this field of law; cooperate in attaining uniformity with respect to both legislation and administration in all matters within the field; cooperate with judicial, legislative and administrative bodies and other constituents of the organized bar to further these activities; suggest improvements in applicable laws, practices and procedures; and simplify

and improve the application of justice in this field, all in conformity with the Charter and Bylaws of the Philadelphia Bar Association as at the time in effect.

10.12 Tax Section.

The Tax Section shall study and make appropriate recommendations to the appropriate legislative, executive, administrative or judicial authority with respect to any present or proposed law, regulation, ruling or procedure relating to federal, state or local taxation. In addition, the Tax Section shall educate the Philadelphia legal community and the public at large on relevant issues of tax law.

10.13 Workers' Compensation Section.

The Workers' Compensation Section shall promote the objectives of the Philadelphia Bar Association within the specialized field of workers' compensation law. Accordingly, the Workers' Compensation Section, through its Executive Committee and subcommittees, will seek to advance the development of relevant law in conjunction with judicial, legislative and administrative bodies and to provide required continuing legal education to its members. The Workers' Compensation Section shall remain steadfast in its commitment to promote diversity within the Section and the Association, to offer leadership and guidance on professional responsibility and civility within the Section and the Association, to arrange networking events for collaboration and interaction among its members and others within the legal community, and to provide opportunities to support and serve its local community.

ARTICLE XI PUBLICATIONS AND OTHER REPRESENTATION OF THE ASSOCIATION

11.1 Official Publications.

The official publications of this Association, which shall be among the member benefits, shall be The Philadelphia Lawyer, the Philadelphia Bar Reporter and The Legal Directory and such other publications as the Board shall, from time to time, establish. They shall be published at such times as the Board may direct and shall contain a statement that the publication of matter therein does not necessarily imply endorsement thereof either by the Association or by the editors of the publications.

11.2 Administration Of Official Publications.

The Editorial Boards of each official publication shall consist of Voting Members appointed by either the Chancellor or by a majority of the membership of the publication's Editorial Board, upon demonstration by the appointee of a commitment to the goals of the publication. All initial appointments shall be approved by the Board of Governors prior to the individual beginning service as a member of the Editorial Board. The members of each Editorial Board shall serve for three-year terms, with all terms ending on December 31. Upon the expiration of a member's three-year term, the member's appointment shall be renewed for successive terms only upon approval by a majority of the membership of the respective publication's Editorial Board and approval thereafter by the Board of Governors. The internal

operating procedures and manner of selection of the Editor of each official publication shall be established by majority vote of all members of the publication's Editorial Board then in office.

11.3 Representation Of The Association, Committees And Sections; Press Releases.

No one shall speak or purport to speak for the Association or for any part thereof, except as otherwise specifically provided in this Section 11.3.

11.3.1 The Board may expressly authorize a Member or class of Members to speak for the Association on a specified subject, goal, policy or matter.

11.3.2 The Chancellor shall be the official spokesperson of the Association. The Chancellor shall have authority to speak for the Association:

11.3.2.1 In furtherance of any action or position taken by the Board or by the Association; and

11.3.2.2 On other matters, when not in conflict with a previously adopted policy of the Association whether expressed by the Board or by resolution duly passed by the Members. The Chancellor may delegate such authority to another Member when the Chancellor may be unavailable or when the Chancellor concludes that having such person speak for the Association will best serve the goal, position or result desired.

11.3.3 The Association's ABA Delegates and Zone Governor to the Pennsylvania Bar Association's Board of Governors may speak for the Association in order to carry out their duties, as directed by the Chancellor or the Board, or in the absence of such direction, as they deem appropriate to advance the interests of the Association, so long as such statements are not in conflict with a previously adopted policy of the Association.

11.3.4 The Chancellor shall have the right, in the Chancellor's discretion, to grant to a Committee, Section or Division of the Association the right to speak or present a statement on matters within its expertise, subject to the following conditions:

11.3.4.1 The statement must not be in conflict with previously adopted policy of the Association as defined above and must have been authorized by the Committee, Section or Division; and

11.3.4.2 The statement must make it clear that it is being presented only on behalf of the Committee or Section or Division and that such statement does not necessarily represent the views of the Association.

11.3.5 All rights of the Chancellor under this Section shall, in the event the Chancellor is unavailable, be exercised by the first of the following Officers who shall be available: Chancellor-Elect, Vice Chancellor, Chair of the Board, or Vice Chair of the Board.

ARTICLE XII PROCEDURE FOR AMENDING BYLAWS

12.1 Substantive Bylaw Amendments.

12.1.1 Except as provided in Section 12.3, amendment of these Bylaws may be initiated by submission of an amendment to the Voting Members after either:

12.1.1.1 The Board shall first have approved the amendment and its submission to the Voting Members; or

12.1.1.2 Upon receipt by the Board of a petition signed by at least 200 Members requesting the submission of a bylaw amendment to the Voting Members.

12.1.2 Any such proposed amendment shall be submitted to the Voting Members after the text of the proposed amendment shall have been Published on three occasions with the last publication at least 20 days prior to action by the Members thereon. The proposed amendment shall become a bylaw:

12.1.2.1 By a majority vote of those Voting Members voting in the same manner as for the election of Board Members and Officers; or

12.1.2.2 By a majority vote of those members present and voting at an Annual, stated or special meeting of the Members, provided that at least 100 Members are present; or

12.1.2.3 By a majority vote of those Members voting by secret ballot, provided that at least 100 Members shall have cast a ballot.

12.2 Resubmission Of Rejected Amendments.

Any proposed amendment of any part of the Charter or the Bylaws, either in form or in substance, which shall have been rejected by the Members, shall not be proposed again until at least six months have passed after the date of such rejection.

12.3 Formal Bylaw Amendments.

The Board may from time to time rearrange and renumber these Bylaws or portions thereof, insert and change descriptive headings, correct typographical errors and make conforming and other purely formal changes without approval of the Voting Members; but no change in the substance of any provision of these Bylaws shall be made except as provided in Section 12.1. The Secretary shall include the text of every amendment adopted by the Board pursuant to this Section in the call for the next stated or special meeting of the Association.