

**AMENDED and RESTATED
BYLAWS OF THE PUBLIC INTEREST SECTION**

Article I: Name and Purpose

1.1 Name: The name of the Section shall be the Public Interest Section.

1.2 Purpose: The Public Interest Section promotes the interests of the members of the Association who address the legal needs and rights of the poor, minorities, victims of abuse, persons with disabilities, the homeless, and other members of our society who often lack advocates to speak for them. The Section provides a forum for new ideas in public interest lawyering, for new directions in volunteer service, and for new public-private ventures to benefit disadvantaged populations. It provides continuing legal education to its members, and strives to educate and involve the entire bar in issues affecting the public interest.

Article II: Membership and Dues

2.1 Enrollment: Any member in good standing of the Association, upon payment of Section dues for the current year, shall be enrolled as a member of the Section for such year. Members so enrolled whose dues are paid shall constitute the membership of the Section.

2.2 Continuation of Membership: Membership shall continue for so long as dues shall be paid each year in such manner and in such amount as the Executive Committee may prescribe, consistent with procedures established by the Association.

2.3 Termination of Membership: Any member of the Section whose annual dues shall be more than six (6) months past due shall, after reasonable notice of the delinquency from the Secretary, shall cease to be a member of the Section.

2.4 Non-voting Members: Any other person who is not a practicing attorney and whose work activities are consistent with the purposes of the Section may be entitled to become, upon application and approval of the Executive Committee and payment of dues, a non-voting associate member of this Section.

2.5 Dues: The amount of dues shall be determined by the Executive Committee with approval of the Board of Governors.

2.6 Exemption from Payment of Dues: No member of the Judiciary shall be required to pay dues.

Article III: Officers

3.1 Officers. Any voting member of the Section in good standing is eligible for any office. The officers of the Section shall include: a Chair, a Vice-Chair, a Treasurer, a Secretary and any other officer as the Chair shall appoint to serve during his or her tenure.

3.2 Term. Each officer of the Section shall hold office for a term beginning on January 1 following the annual meeting of the Section at which he or she is elected and ending at the close of that calendar year, and until a successor shall have been elected and qualified. Any vacancy occurring during the year shall be filled by the Executive Committee and shall serve until the close of the calendar year, and until a successor shall have been elected and qualified.

3.3 All officers except the Chair shall be elected in accordance with Article VIII below.

3.4 On the first day of January following the annual meeting of the Section, the Vice Chair whose term of office expires at that time shall automatically become Chair.

3.5 Duties: Subject to the direction and control of the Chancellor, and the Board of Governors, the functions, duties, and authorities of the officers shall be as follows:

a. Chair. The Chair shall: preside at all meetings of the Section and of the Executive Committee; subject to the direction and approval of the Executive Committee, appoint the representatives of the Section as set forth below in Article VI; appoint the Chairs or co-Chairs of any Section or Special Committees created during the term; plan and oversee the programs of the Section, subject to any direction and approval of the Executive Committee; oversee the performance of all activities of the Section; keep the Executive Committee informed and carry out its decisions; present annually to the Philadelphia Bar Association a report of the work of the section for the year just ending; and perform such further duties and have such further powers as usually pertain to this office or as may be designated by the Executive Committee or the Chancellor. The Chair shall be authorized to speak for and act in the name of the Section's Executive Committee in accordance with the Charter and By-Laws of the Association in between meetings of the Executive Committee, provided that such actions are thereafter ratified by the Executive Committee.

b. Vice-Chair. The Vice-Chair shall: in consultation with the Chair, the Chancellor-elect, and the Executive Committee, arrange for the appointment of the Chairs, or co-Chairs of the Section Committees and any Special Committees of the Section who are to hold office during his or her coming term as Chair; assist in planning and overseeing the programs offered by the Section during his or her term as Vice-Chair; aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request; and perform such further duties and have such further powers as usually pertain to the office or as may be designated by the Chair or the Executive Committee. In case of the death, resignation or disability of the Chair, the Vice-Chair shall succeed to the office of Chair for the remainder of the Chair's term and shall also thereafter serve as Chair for the next regular term.

c. Secretary. The Secretary shall: consult with and assist the other officers of the Section in the work of the Section generally in the manner and to such extent as they may request; be the custodian of all principal books and documents of the Section; keep minutes of the meetings of the Section; and perform such other duties as may be designated by the Chair or the Executive Committee.

d. Treasurer. The Treasurer shall: be the custodian of all the funds of the Section; keep an accurate record of all monies appropriated and expended for the use of the Section; prepare an annual budget, provided, however, the operating budgets of the Standing Committees shall be submitted to the Association by those Standing Committees' chairs, or co-chairs, for the following year in accordance with its By-Laws and operating procedures; submit the budget for the Section Committees, Special Committees, and non-operating expenses for the Standing Committees to the Executive Committee for its approval or modification; present a monthly Financial to the Executive Committee, in addition to making such Financial reports available to Section members upon request; perform such other duties and have further powers as may be designated by the chair or the Executive Committee.

Article IV: Committees of the Section

4.1 The Public Interest Section consists of three (3) Standing Committees established by the Philadelphia Bar Association and such other Committees as may be established by the Executive Committee of the Section.

4.2 The Philadelphia Bar Association has established the following standing committees as Standing Committees of the Public Interest Section: Civil Rights, Delivery of Legal Services, and Women's Rights, whose chairs, or co-chairs, are appointed by the Chancellor in accordance with the By-Laws of the Philadelphia Bar Association ("Standing Committees"). The operating

budgets for each Standing Committee shall be provided by the Bar Association pursuant to its By-Laws and operating procedures. All other expenses of each Standing Committee not funded by the Bar Association, may, after prior request made and prior approval in accordance with the Section's financial operating procedures for such funding by any Standing Committee, be provided in whole or in part by the Public Interest Section.

4.3 Until changed by the Section, the following shall be the Section Committees: Executive, Nominating, Marketing and Membership, Public Interest Law Day and Awards, Law Firm Pro Bono, Law School Outreach, Legal Rights of Children, and Legal Rights of Persons with Disabilities. Each Section Committee (except the Executive Committee) shall have a chair (or co-chair), who shall be appointed by the Chair of the Section. All operating expenses and other expenses of the Section Committees and any Special Committees established by the Executive Committee may, after prior request made and prior approval in accordance with the Section's financial operating procedures for funding by any Section or Special Committee, be provided in whole or in part by the Public Interest Section.

Article V: Executive Committee

5.1 The Section shall have an Executive Committee of voting members consisting of two (2) representatives from each of the Standing Committees and two (2) from each Section Committee, six (6) at-large representatives elected in accordance with Article VIII from the City's public interest legal community, the Section Officers, and one (1) representative from each of the following organizations: the Executive Committee of the Young Lawyers Section, the Asian American Bar Association of the Delaware Valley, the Barristers' Association of Philadelphia, Inc., the Hispanic Bar Association of Pennsylvania, and the Philadelphia Bar Foundation, or their successors in interest. The Chancellor, the Chancellor-Elect, and the two immediate past Chairs of the Section shall be honorary members of the Executive Committee without the right to vote.

5.2 *Term:* Each member of the Executive Committee shall hold office for a term beginning on January 1 of his or her term of office, ending at the close of that calendar year and until a successor is elected and qualified. The remaining members of the Executive Committee may fill any vacancies by interim appointment, including vacancies resulting from an increase in the size of the Executive Committee.

5.3 *Attendance:* The Chair of the Executive Committee may adopt such rules as he or she deems appropriate with respect to attendance at meetings of the Executive Committee and may provide that failure to comply with such rules shall result in removal from the Executive Committee. Every Standing Committee, Section Committee and Special Committee, when applicable, shall send at least one representative to each Executive Committee meeting as well as the Section's annual meeting.

5.4 *Duties:* The Executive Committee is the governing body of the Section and shall, subject to the action of the members taken at the annual meetings of the Section and to any action of the Board of Governors of the Association: have the general supervision and control of the affairs of the Section in accordance with the provisions of the Charter and By-Laws of the Philadelphia Bar Association and the By-Laws of this Section; create and dissolve Section or Special Committees, but not the Standing Committees; adopt the annual budget; determine the amount of dues subject to approval by the Section and the Board of Governors; shall authorize the expenditure of all monies of the Section or funds appropriated for its use, shall not authorize the operating expenses of the Standing Committees which shall be funded by the Association in accordance with its By-Laws and financial operating procedures.

5.5 Meetings. The Executive Committee shall meet at least quarterly at a place fixed from time to time by resolution of the Committee. The Executive Committee may meet in a special session at any time and place on the call of the Chair or any three (3) members of the Executive Committee on not less than three (3) days oral or written notice by any appropriate delivery method, including electronic, to all persons entitled to notice, except in the event of an emergency, the Chair may call such a meeting on 24 hours' notice.

5.6 Voting Proxies and Quorum. All actions of the Executive Committee, including approval of Resolutions to be presented to the Board of Governors, shall be by a majority vote of those voting members present at a duly constituted meeting. No vote by proxy shall be allowed. A quorum shall be two-fifths of all voting members then serving, either in person or by tele-conference. The Executive Committee may also act without meeting by informal action adopted or approved in writing by a majority of its members then serving.

Article VI: Representatives

6.1 Appointment of Representatives: The Philadelphia Bar Association By-Laws provide for Representatives from the Public Interest Section on the Association's Board of Governors and the Nominating Committee of the Association's Board of Governors, and the Association may provide for other such Representatives from time to time. All such Representatives shall be appointed by the Chair of the Section, with the approval by the Executive Committee.

6.2 Term: Any Representatives so appointed shall hold office for a term beginning on January 1 following their selection, and ending at the close of that calendar year, and until a successor shall have been elected and qualified.

Article VII: Annual Meeting

7.1 Annual Meeting. The annual meeting of the Section shall be held during the last business meeting of the section, which will be held in the month of November or December at a time, date and place in the City of Philadelphia to be designated by the Executive Committee. At least thirty (30) days' notice by publication, mail and/or electronic means shall be given to the membership of the time, date and place of the annual meeting.

7.2 Special Meetings. Special meetings of the Section may be called by the Chair with approval of the Executive Committee and the Chancellor or of any twenty-five (25) members of the Section, as such time, date and place as the Executive Committee may determine. The program and order of business of any such meeting shall be determined by the Chair, subject to the direction and approval of the Executive Committee. Notice shall be given as provided above in Section 7.1 of this Article.

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

7.4 Majority Vote. Except as provided in Article 8.4, all binding action of the Section shall be by a majority vote of the members present at a duly constituted meeting.

7.5 The Public Interest Section hereby delegates to its Executive Committee authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the annual meetings of the Section, unless five (5) members of the Executive Committee desire that a proposition on any matter be acted upon pursuant to Section 7.6 of this Article.

7.6 Plebiscite of the Section. The Executive Committee may direct that any proposition be submitted to the members of the Section for vote by mail or appropriate electronic transmission. In such event, adoption of the proposition shall be by a majority of the votes received or such greater proportion of the vote as the Executive Committee may fix for the purpose.

Article VIII: Elections

8.1 Nominating Committee. At least thirty (30) days before the Annual Meeting of the Section, the Chair, with the approval of the Executive Committee, shall appoint a Nominating Committee of five (5) members of the Section. The Nominating Committee shall nominate members of the Section for the following offices: Vice-Chair, Secretary, Treasurer, and such other nominations, including the six (6) At-Large Representatives, as may be necessary.

8.2 The Secretary will inform the Membership of the names of the nominees in the notice of the Annual Meeting pursuant to Article 7.1 not less than fifteen (15) days in advance of the Annual Meeting.

8.3 Additional nominations may be made by filing a petition with the Secretary of the Section at least ten (10) days in advance of the Annual Meeting and signed by at least thirty-five (35) members of the Section in good standing, nominating a person qualified for any of the offices listed in Section 8.1 of this article. Only nominations made in the manner prescribed in Sections 8.1-8.3 of this Article may be considered in the elections held at the Annual Meeting.

8.4 All elections shall be by written ballot, with nominees listed in alphabetical order, and counted by tellers appointed by the Executive Committee by vote of at least two-thirds of those members present and eligible to vote, at the annual Meeting at which the election is held.

8.5 If there are no nominees for election other than those submitted by the Nominating Committee, the Chair shall direct the Secretary to cast a unanimous ballot for said nominees at the Annual Meeting.

Article IX: Staff

9.1 With prior approval of the Executive Committee and the Board of Governors of the Association, the Chair is authorized to utilize a staff person to assist in attending to the business and affairs of the Section with such duties and responsibilities as the Chair may from time-to-time designate.

Article X: Miscellaneous

10.1 The Fiscal year of the section shall be the same as that of the Philadelphia Bar Association.

10.2 All Bills incurred by the Section, but excluding the operating expenses of the Standing Committees, shall be approved by the Chair or the Treasurer, or by both the Chair and the Treasurer if the Executive Committee so directs, before being forwarded to the Treasurer of the Association for payment.

10.3 No salary or compensation shall be paid to any officer of the Section, member of the Executive Committee or member of any other Standing, Section or Special Committee of the Section.

10.4 No action by this Section shall become effective as the action of the Philadelphia Bar Association unless in accordance with the Association Charter and By-Laws. Any resolution adopted or action taken by this Section shall be reported by the Chair to the Board of Governors for approval or other necessary action.

10.5 A Standing Committee does not need first to obtain the approval of the Executive Committee before presenting a resolution to the Board of Governors.

Article XI: Amendments

11.1 These By-Laws may be amended at any annual or special meeting of the Section, consistent with the Charter and By-Laws of the Philadelphia Bar Association, by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall first

have been reviewed by the Executive Committee, and its views presented with the proposed amendment. A proposed amendment may be initiated by the Executive Committee itself, or by any member in good standing of the Section; and in the latter event, the member shall present the proposed amendment to the Executive Committee, which shall review it and present it to the Section as provided above. No amendment shall become effective until approved by the Board of Governors of the Association.

11.2 Amended By-Laws shall become effective upon approval by the Board of Governors of the Association and after adoption by the membership.