

**AMENDED AND RESTATED BYLAWS
OF THE YOUNG LAWYERS DIVISION OF THE PHILADELPHIA
BAR ASSOCIATION**

ARTICLE I

NAME AND PURPOSES AND FISCAL YEAR

Paragraph 1.1 Name. The organization shall be called The Young Lawyers Division of the Philadelphia Bar Association (the “YLD,” “Young Lawyers Division” or “Division”).

Paragraph 1.2 Purposes. The YLD shall promote and preserve the interests of young lawyers. In furtherance of its general purposes, it shall:

- (i) give expression to the desire of young lawyers to promote justice and improve the quality of the legal system;
- (ii) provide a forum for the exchange of views among young lawyers;
- (iii) encourage the professional development of young lawyers through educational and service programs;
- (iv) participate in the growth and advancement of the legal profession;
- (v) interest and encourage young lawyers to participate in the general activities of the Philadelphia Bar Association;
- (vi) encourage young lawyers to represent deserving clients on a pro bono basis;
- (vii) assist in promoting worthwhile not-for-profit organizations including, but not limited to, not-for-profit legal organizations; and
- (viii) otherwise support the interests and activities of the YLD.

Paragraph 1.3 Fiscal Year. The fiscal year of the YLD shall begin on January 1 and end on December 31 of each year.

ARTICLE II

MEMBERSHIP

Paragraph 2.1 Qualification for Membership.

The Young Lawyers Division shall consist of all Regular Members of the Philadelphia Bar Association (as that term is defined in the Philadelphia Bar Association's bylaws) (1) who are under 37 years of age, or; (2) regardless of age, whose third anniversary of their first admission to the Bar of any state has not yet occurred (each of the foregoing being a "Member" or "Voting Member" of the YLD).

Paragraph 2.2 Non-Voting Members.

(a) The Young Lawyers Division shall also include non-voting members ("Non-Voting Members") as defined by this paragraph. Non-Voting Members shall consist of non-lawyers who are (a) Associate Members in good standing of the Philadelphia Bar Association (as that term is defined in the Philadelphia Bar Association's bylaws) who otherwise meets the requirements set forth in paragraph 2.1(1) or (2) herein, or (b) Law Student Members in good standing of the Philadelphia Bar Association (as that term is defined in the Philadelphia Bar Association's bylaws). In addition, any third year law student who has indicated an intention to practice in Philadelphia County may become a Non-Voting Member of the Division by notifying the Chair. Lawyers are not eligible to be Non-Voting Members.

(b) A Non-Voting Member may attend all regular and special meetings and participate in any other Division activities or committees. However, such individual will not be counted as a Voting Member on any issue submitted for resolution by the Division. Such individual may, with the consent of the Voting Members of the Division who are serving on a Division Committee, be allowed to vote on any issue submitted for resolution by that Committee.

Paragraph 2.3 Termination of Membership.

Membership in the Young Lawyers 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 paragraph 2.1 above or at such earlier time as the Member ceases to be a Regular Member of the Philadelphia Bar Association.

ARTICLE III

EXECUTIVE COMMITTEE

Paragraph 3.1 Function. The Division shall be governed by an Executive Committee, which shall have full power to conduct, manage and direct the business and affairs of the Division, subject however, to the provisions of these By-Laws and resolutions from time to time adopted by the Executive Committee.

Paragraph 3.2 Membership. The Executive Committee shall consist of: (a) twenty-one members elected pursuant to the provisions contained in paragraph 3.5 hereof, plus, in appropriate cases, a Chair and Chair-Elect (the "Elected Members"); (b) five members appointed pursuant to the provisions contained in paragraph 3.8 hereof; and (c) one member appointed pursuant to the provisions contained in paragraph 3.9 hereof. All such members shall be full voting members of the Executive Committee (the "Voting Members of the Executive Committee") and shall enjoy all privileges and powers of said office. In addition, the Immediate Past Chair shall serve as an ex-officio member of the Executive Committee during the one-year period directly following the expiration of such past Chair's term, provided that the Immediate Past Chair is a Member during that one-year period. Such past Chair shall not have voting rights on the Executive Committee during that one-year period. Each member of the Executive Committee must be a Member of the YLD.

Paragraph 3.3 Term of Office. The term of office of members of the Executive Committee elected pursuant to paragraph 3.5 and appointed pursuant to paragraph 3.9 shall be three (3) years, except as provided in paragraph 3.12 hereof, concerning vacancies on the Executive Committee. All members of the Executive Committee appointed pursuant to paragraph 3.8 hereof shall serve for a period of one (1) fiscal year.

Paragraph 3.4 Qualifications. Any Member of the Division shall be eligible for election to the Executive Committee, provided, however, that the term of office for which the individual runs shall not extend beyond his or her membership in the Division.

Paragraph 3.5 Elections.

(a) Elections for the Executive Committee shall be conducted by secret balloting each year to be held simultaneously and in conjunction with the Philadelphia Bar Association's Annual Election. Write-in votes shall not be allowed. Election shall be by a plurality vote. In all elections for the Executive Committee, no minimum number of votes need be cast to validate the election. The eligibility of any Member to cast a ballot shall be determined by the Elections Committee (as defined in paragraph 3.6 below) in accordance with the rules and regulations which they adopt.

(b) In the event that two or more persons receive the identical number of votes for the last seat vacant, both or all such persons shall become Executive Committee members.

(c) The Elections Committee may promulgate such rules and regulations as it deems appropriate to implement the election and/or run-off election.

(d) Notice of the opening of nominations for election to the Executive Committee shall be given by the Chair of the Elections Committee, who shall be designated by the Division Chair, to each member of the Division at least sixty (60) days prior to the Election Date. Nominations shall be made in writing on a form provided by the Elections Committee, signed by at least one Member, and must include a certification by the candidate as to his or her eligibility, age and present employment. On the same form, the candidate may, in addition to the foregoing, supply a photograph and describe in 100 words or less, his or her professional experience, education and activities or make such other statement as he or she shall deem desirable. The nominations shall be delivered to the Chair of the Elections Committee at least forty (40) days prior to the date of the Philadelphia Bar Association's Annual Election (the "Election Date"). At least twenty (20) days prior to the Election Date, the Chair of the Elections Committee shall cause to be published in the *Philadelphia Bar Reporter* all of the information conforming to the requirements hereof which has been received from candidates. The Chair of the Election Committee shall also cause to be printed in *The Legal Intelligencer* a list of the nominees and a notice of the election.

(e) The election shall be by paper ballot, voting machine or whichever method is selected for the conduct of the Philadelphia Bar Association's Annual Election, unless there is no contest in the YLD Executive Committee election. Voting machines, if available, shall be preferred for in-person voting, unless there is an election at which there is no contest. The position of the nominees on the ballot shall be determined by lot. The drawing of lots shall be conducted by the Chair of the Elections Committee not less than 25 days before the Annual Election in the presence of the nominees and/or their representatives. In the event there is no contest for the Executive Committee election, the Secretary shall cast a unanimous ballot for each of the candidates.

(f) Any Member may vote by mail-in ballot. A mail-in ballot shall be sent by mail to every Member eligible to vote at least two weeks prior to the date set for the Annual Meeting. A mail-in ballot shall not be counted unless it has been received at the office of the Philadelphia Bar Association no later than 10:00 a.m. three business days prior to the day of the election and in such manner as to preserve the confidentiality of the Member's vote. The Judge of Elections of the Philadelphia Bar Association Annual Election shall count the mail-in ballots after the polls have been closed. No information concerning the method of nominating candidates or their sponsorship shall appear upon any ballot or voting machine card employed for the reception of votes.

(g) The polls shall be open for voting on the day of the election at such times and places as are determined by the Chancellor of the Philadelphia Bar Association in

consultation with the Board of Governors of the Philadelphia Bar Association for the conduct of the Philadelphia Bar Association's Annual Election.

Paragraph 3.6 Appointment of Election Officials; Report.

The Chair shall appoint from among the Members of the Division, with the consent of the Executive Committee, a Chair of the Elections Committee, and an Elections Committee. The Chair of the Elections Committee shall assist the Judge of Elections for the Annual Election in resolving questions which may arise in connection with the administration of the YLD elections.

Paragraph 3.7 Voting Qualifications.

If a Member is delinquent in the payment of dues, including those of the then current year, such Member shall not be entitled to vote at the Annual Election. A Member who cures such delinquency at any time prior to voting shall be eligible to vote.

Paragraph 3.8 Designated Members of the Executive Committee.

On or after the third Tuesday in November each year, the Asian American Bar Association of the Delaware Valley, the Barristers' Association of Philadelphia, Inc., the Hispanic Bar Association of Pennsylvania, the LGBT Rights Committee of the Philadelphia Bar Association and the South Asian Bar Association of Philadelphia each shall designate one Member of the YLD who is also a member of such organization and such person shall serve as a Voting Member of the Executive Committee during the next fiscal year. Such appointees shall be full Voting Members of the Executive Committee and shall enjoy all privileges and powers of said office. The term of office for the appointees for this section shall not extend beyond their membership in the Division.

Paragraph 3.9 Appointed Members of the Executive Committee.

On or after the first Monday in December each year, the Chair-Elect, after consultation with the Cabinet (as defined below), may designate a member of the YLD to serve on the Executive Committee. The purpose of this provision is to allow for the appointment of a Member from the public sector or some other segment of the Philadelphia Bar Association that may be under-represented on the Executive Committee. Such appointee shall be a full Voting Member of the Executive Committee and shall enjoy all privileges and powers of said office. Any Member of the Division shall be eligible for such appointment, provided, however, that the term of office for which the individual is appointed shall not extend beyond his or her membership in the Division.

Paragraph 3.10 Quorum.

(a) A quorum of the Executive Committee shall consist of a majority of the Voting Members of the Executive Committee then serving thereon. A quorum must be present at a meeting for the transaction of business and the acts of a majority of the Voting Members of

the Executive Committee present at a meeting shall be the acts of the Executive Committee. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(b) Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the members of the Executive Committee and shall be filed with the Secretary.

Paragraph 3.11 Absences. Every Executive Committee member is expected to attend every Executive Committee meeting unless an excuse is offered to the Secretary in advance of the meeting. At any time a member of the Executive Committee accumulates six (6) absences during a fiscal year, he or she shall be notified of that fact in writing by the Secretary and, at the request of the Chair, shall be required to resign from the Executive Committee. A decision to require a resignation shall be in the sole discretion of the Chair of the Executive Committee. If such a resignation is required and not tendered, the member shall be deemed to have resigned. Any vacancies created pursuant to this paragraph shall be filled as provided in paragraph 3.12

Paragraph 3.12 Vacancies.

(a) If any member of the Executive Committee resigns or is removed from office for any reason, creating a vacancy therein, his or her unexpired term shall be considered the term of office for which the vacancy must be filled. In this case the Chair, with the approval of the Executive Committee, shall appoint another Member to fill the vacancy for the balance of the unexpired term. A person shall not be eligible for appointment or nomination to fill a vacancy on the Executive Committee if the unexpired period of the term to be filled exceeds the remaining period of time during which the appointee or nominee can be a member of the YLD.

(b) In the absence or disability of the Chair, the Chair-Elect shall exercise the powers and perform the duties of the office of Chair, and on the death or resignation of the Chair, the Chair-Elect shall become Chair and shall serve until the second January 1 after assuming that office. The position of Chair-Elect shall remain vacant until the next annual election of Executive Committee officers. In the absence or disability, or on the death or resignation, of the Chair-Elect which results from a cause other than the succession of the Chair-Elect to the position of Chair by reason of the absence, disability, death or resignation of the Chair, a new Chair-Elect shall be elected at the first Executive Committee meeting held after the vacancy of the position of Chair-Elect.

(c) In the case of a vacancy in any of the offices of Vice Chair, Secretary, Treasurer or Financial Secretary, a new Vice Chair, Secretary, Treasurer or Financial Secretary shall be elected at the first Executive Committee meeting held after the vacancy is created.

(d) Any other vacancy shall be filled by interim appointee of the Chair, with the approval of the Executive Committee, who shall serve until the election and qualification of a

successor. At the next election to the YLD after a vacancy occurs, an eligible member shall be elected to fill each vacancy. The term of any person elected to fill a vacancy shall expire at the end of the period for which his or her predecessor was elected.

Paragraph 3.13 Liaisons. The Chair may, in his or her discretion, invite the chairs of the other divisions or sections of the Philadelphia Bar Association, or the heads of other groups interested in the activities of the YLD, to appoint members in good standing of the YLD and law students to serve as liaisons to the Executive Committee. Subject to the Chair's sole discretion, such designated liaisons shall be invited to attend meetings of the Executive Committee but shall not have voting rights on the Executive Committee.

Paragraph 3.14 Past Chairs. The immediate past Chair of the YLD shall serve as an ex-officio member of the Executive Committee during the one-year period directly following the expiration of such past Chair's term. Such past Chair shall not have voting rights on the Executive Committee.

Paragraph 3.15 Rules of Order. The Executive Committee shall have the power to adopt its own rules of order, not inconsistent with these By-Laws.

Paragraph 3.16 Review of Election Procedures.

Every three years, beginning with the 2016 calendar year, the Executive Committee shall carry out a review of the operation and effectiveness of the procedures for electing and appointing members of the Executive Committee pursuant to paragraphs 3.5 and 3.9 of these By-laws, and, in the course of that review, the Executive Committee shall consider and give regard to:

- (1) the efficacy of the election and appointment procedures set forth in paragraphs 3.5 and 3.9 in achieving widespread interest, participation and diversity in the YLD Executive Committee and elections thereto; and,
- (2) such other matters as appear to the Executive Committee to be relevant to the operation and effectiveness of the YLD.

ARTICLE IV

OFFICERS

Paragraph 4.1 Officers and Terms of Office. The officers of the Division who shall also be the officers of the Executive Committee, shall be a Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, and Financial Secretary (collectively, the "Cabinet"). The term of such office shall be for a period of one fiscal year. The Chair-Elect by automatic succession shall succeed to the office of Chair next succeeding his or her term of office as Chair-Elect.

Paragraph 4.2 Chair. The Chair is the chief executive officer of the Division. He or she shall act as presiding officer of the Executive Committee and of the Division, shall carry out such duties as are required by these By-Laws, and shall perform such other functions as are appropriate to the office. The Chair shall be a member in good standing of the Executive Committee at the time of his or her election and his or her term as Chair shall not extend beyond his or her membership in the Division.

Paragraph 4.3 Chair-Elect. The Chair-Elect shall be a member in good standing of the Executive Committee at the time of his or her election and his or her term as Chair shall not extend beyond his or her membership in the Division. The Chair-Elect shall perform such duties and have such responsibilities as may be delegated by the Chair or the Executive Committee.

Paragraph 4.4 Vice Chair. The Vice Chair shall be a member in good standing of the Executive Committee. The Vice Chair shall perform the duties of the Chair in the latter's absence and shall perform such other duties as may be delegated by the Chair of the Executive Committee or as are appropriate to the office.

Paragraph 4.5 Secretary. The Secretary shall be a member in good standing of the Executive Committee. He or she shall keep the minutes of the Executive Committee and of the Division, shall send the notices required by these By-Laws, shall keep a roll of the members of the Division, and shall perform such other functions as are appropriate to the office.

Paragraph 4.6 Treasurer. The Treasurer shall be a member in good standing of the Executive Committee. He or she will coordinate with the Philadelphia Bar Association staff in the preparation of an annual budget and shall perform such other functions as are appropriate to the office.

Paragraph 4.7 Financial Secretary. The Financial Secretary shall be a member in good standing of the Executive Committee. He or she shall assist the Treasurer in managing the YLD budget and the duties related thereto, and shall perform such other duties as may be delegated by the Chair or as are appropriate to the office. Additionally, in the absence of the Secretary at any Executive Committee meeting, the Financial Secretary shall keep the minutes of such meeting.

Paragraph 4.8 Limitation. Only Elected Members of the Executive Committee may be elected as officers of the Executive Committee. No member may hold more than one of the above-mentioned offices at any one time. No member may run for the office of Vice Chair, Secretary, Treasurer or Financial Secretary unless he or she has at least one year remaining in his or her term on the Executive Committee.

Paragraph 4.9 Time of Election. Officers of the Division, except the Chair, shall be nominated and elected by the Voting Members of the Executive Committee at the

regular meeting of the Executive Committee held during the month of November; provided that in any year where the Chair-Elect indicates his or her inability or unwillingness to proceed to the office of Chair, both Chair and Chair-Elect shall be elected. All elections for officers shall be made by secret ballot. The outgoing Chair shall cast a vote on a marked ballot, which vote shall be counted only in the event of a tie.

ARTICLE V

MEETINGS OF THE DIVISION

Paragraph 5.1 Regular Meetings. There shall be one regular meeting of the Division during each year which shall be designated the Annual Meeting. The meeting shall be held at such time and place as may be determined by the Executive Committee. At least twenty (20) days' written notice of the Annual Meeting shall be sent by the Secretary to every member of the Division.

Paragraph 5.2 Special Meetings. Special meetings may be called by resolution of the Executive Committee, the Chair of the Division, or by petition of fifty (50) Members. Any request by resolution or petition must state the specific purpose of said meeting. At least ten (10) days' written notice of the special meeting shall be sent by the Secretary to every member of the Division, said notice to state the specific purpose of the meeting.

Paragraph 5.3 Quorum. Fifty (50) Members shall constitute a quorum for the transaction of business at any meeting of the Division and the acts of the majority should be the acts of the Division. The membership present at organized meetings can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum.

Paragraph 5.4 Procedure.

(a) An Agenda shall be prepared by the Chair of the Division. On such Agenda shall appear any item which has been requested by any Voting Member of the Division, except for proposed changes in these By-Laws, which shall first require adoption pursuant to Article VII hereof. Any such request from a Voting Member must be in writing and delivered to the Chair not less than fifteen (15) days prior to the meeting. Notice of the Agenda shall be given to the membership by mail, e-mail, or publication in the *Philadelphia Bar Reporter*, *The Legal Intelligencer*, or the YLD E-zine, at the discretion of the Chair, not less than ten (10) days, prior to said meeting. In the case of a proposed amendment in the By-Laws, the notice shall include the full text of the proposed amendment. No matter not appearing in the Notice of the Agenda given to the membership may be brought to a vote by the membership. Other matters, not on the Notice of the Agenda, may be scheduled for discussion at the meeting but may not be brought to a vote.

(b) All meetings of the Division shall be conducted as the presiding officer thereof shall determine, provided that, if there is an objection raised in the procedure followed, "Robert's Rules of Order," as the same may be revised from time to time, shall be the authority so far as applicable.

Paragraph 5.5 Proxies. Proxies may not be issued for any matters including elections.

ARTICLE VI

COMMITTEES

Paragraph 6.1 Committees. The Chair of the Division shall have the power to create and staff such committees as the Chair or the Executive Committee shall deem necessary, including the appointment of a chairperson(s).

Paragraph 6.2 Meetings. All committees shall meet from time to time at the call of its respective chairperson(s), and it shall be the duty of the chair of a committee to call a meeting upon the written request of a majority of his or her committee or of the Chair of the Division.

Paragraph 6.3 Reports. The chairperson(s) of each committee shall transmit a full report of its activities to the Chair of the Division at least quarterly, and each committee shall make such special reports as the Chair of the Division shall direct.

ARTICLE VII

AMENDMENTS

Paragraph 7.1 Procedure. These By-Laws may be amended only by action taken at a duly convened meeting of the Division and at which a quorum is present by the affirmative vote of a majority of the Voting Members present. Notice of any such meeting shall be in accordance with the requirements of Article V hereof. Any proposed amendment to these By-Laws may be presented to a meeting of the members of the Division only if it either (i) has been adopted by the Executive Committee in accordance with its procedures set forth in Article III hereof; or (ii) is sponsored in writing by at least ten (10) Voting Members of the Division.

ARTICLE VIII

LIMITATION OF LIABILITY AND INDEMNIFICATION

Paragraph 8.1 Limitation of Liability. To the fullest extent permitted by law.

Paragraph 8.2 Indemnification.

(a) The YLD shall defend, indemnify and hold harmless any past or present member of the Executive Committee and any other person who has acted or is acting on behalf and at the request of the YLD Executive Committee from any and all claims and/or lawsuits arising out of the performance of duties for the YLD Executive Committee.

(b) The person(s) against whom a claim is made or lawsuit is filed shall notify the YLD Chair in writing of the claim or lawsuit as soon as practicable.

(c) The YLD shall have no obligation to defend or indemnify any person(s) for any claim or lawsuit alleging intentional misconduct, willful misconduct and/or gross misconduct.

ARTICLE IX

INSTITUTIONAL KNOWLEDGE

Paragraph 9.1 Creation of Institutional Knowledge. The Executive Committee shall use best efforts to develop protocols, checklists, templates, etc. for all YLD events and projects for the use of the YLD and its members, as well as the use of the Philadelphia Bar Association and its members, going forward

Paragraph 9.2 Maintenance of Institutional Knowledge. At the conclusion of each event/project, the Member(s) in charge of the event/project shall promptly undertake to ensure that the protocol/checklist/template/etc. for that event/project is up-to-date, or to create one if it does not already exist.