

RESOLUTION TO AMEND THE BYLAWS

WHEREAS, the Charter and Bylaws Committee has conducted a comprehensive review of the Association's Bylaws to determine whether any existing provisions should be updated or revised;

WHEREAS, the Charter and Bylaws Committee has prepared a detailed report describing the issues it considered and the changes it recommends;

WHEREAS, the Cabinet has suggested certain additional changes;

WHEREAS, the Board of Governors has considered the Charter and Bylaws Committee's report and agrees with its recommendations and the additional changes suggested by the Cabinet;

NOW, THEREFORE, BE IT RESOLVED that the Board of Governors hereby approves the amendment of Sections 104, 208, 210, 211, 213, 215, 304, 504, 602 and 1002 of the Bylaws as shown on the attached black-lined versions of those sections, and approves the submission of those amendments to the Members, in accordance with Section 1100.A.1 of the Bylaws;

AND BE IT FURTHER RESOLVED that the amendments be published and submitted to the Members for their approval, in accordance with Section 1100.B of the Bylaws.

**PHILADELPHIA BAR ASSOCIATION
BOARD OF GOVERNORS
ADOPTED: JULY 31, 2008**

REVISED BYLAW SECTIONS

Section 104. Expulsion or Suspension or Disbarment from Practice of Member.

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

B. 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 (1) the suspension has been lifted by the court that imposed the suspension, and (2) the Board has determined to lift such suspension as a Member.

C. 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.

D. Any Member suspended pursuant to Section 104(C) 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, or by receipted hand delivery. Such Member shall be entitled to a reasonable opportunity to be heard by the Board before the appeal is decided. Once the Board decides the appeal, its decision shall be final, with no further right of appeal.

E. Any Member recommended for expulsion pursuant to Section 104(C) shall have a right to a trial 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.

F. All proceedings under subsections C, D and E above shall be conducted in accordance with rules promulgated by resolution of the Board.

G. 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.

Section 208. The Board.

A. The members of the Board entitled to vote, shall be

1. the Officers, all of whom shall serve for a term co-extensive with their respective terms of office;
2. the immediate past Chancellor;
3. the immediate past Chair of the Board;
4. a representative of each Section designated by the Section and then serving as a member of the highest executive body of the Section who shall serve for a term of one year (provided that no such representative shall serve for more than three consecutive one-year terms); the Chair of each Section shall notify the Chair of the Board on or before December 31 of each year of the identity of the person designated by the Section to serve as a member of the Board during the following calendar year as a representative of the Section;

5. 15 persons elected by the Members as provided in Section 300(A)(1)(c), consisting of three classes of five Members each, who shall serve for a term of three years, one class being elected each year;

6. three persons appointed by the Chancellor pursuant to Section 208(D), each of whom shall serve for a term of three years, one person being appointed each year; and

(a) In order to transition the 208(D) appointments from two members with two year terms to three members with three year terms, the 2008 Chancellor shall on or before January 15, 2008, appoint one member to a term ending December 31, 2009 and one member whose term shall expire December 31, 2010. As of January 15, 2009 and each year thereafter, the Chancellor shall appoint one member to a three year term as defined by 208(D);

7. the Chair and Chair-Elect of the Young Lawyers Division.

8. the Chair of the Law Practice Management Division.

B. The Chancellor immediately prior to the immediate past Chancellor ~~and~~, the President of the Philadelphia Bar Foundation ~~shall be ex officio non-voting members of the Board.~~ C. ~~The~~, the Editor of The Philadelphia Lawyer, the Editor of the Philadelphia Bar Reporter, 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, and the Presidents of the Philadelphia Association of Paralegals, the Greater Philadelphia Legal Marketing Association and the Philadelphia Legal Secretary's Association shall be entitled to be present and to be heard at all meetings of the Board: ~~as ex officio non-voting members of the Board.~~

~~D-C.~~ On or before January 15 of each year, the Chancellor, upon consideration of the recommendation from the Committee on Minorities in the Profession with respect to such appointment, shall appoint a Member who is a member of a racial minority as a member of the Board, pursuant to Section 208(A)(6).

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

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

Section 210. Procedure; Quorum.

A. The Board shall, at its first meeting in each calendar year, select from among its members elected by the Members pursuant to Section 300 (A)(1)(c) 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 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 shall determine. Special meetings may be called by the Chancellor or the Chair of the Board. The person calling the meeting shall fix the time, date and place of the meeting.

B. Except as otherwise provided by these Bylaws, eighteen (18) members of the Board eligible to vote shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the members of the Board eligible to vote present at a meeting at which a quorum is present shall be the acts of the Board. The members of the Board present at a duly

organized meeting can continue to do business until adjournment, notwithstanding the loss of a quorum.

C. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all the members of the Board entitled to vote and filed with the Secretary.

D. 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.

Section 211. General Powers of the Board.

A. The Board shall have general charge of the business and affairs of the Association and shall carry out such other duties as are required by these Bylaws.

B. Management of the Professional Staff.

1. The Board shall appoint and may remove the Executive Director and other employees of the Association and shall fix their salaries and other terms of employment. The employment of the with or without cause.

2. The Executive Director and other employees shall be at will unless the Board specifically approves a written contract of employment for a specific period which, in any event, (i) must take effect in the fiscal year in which approval is given or 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. All employees of the Association shall be employed at will.

4. The salary and benefits for the Executive Director shall be set after consultation with and approval by the Chancellor-Elect and 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 fiscal year immediately following such approval and (ii) may not extend beyond the end of the fiscal year following the fiscal year in which the contract of employment first takes effect.

5. The specific economic terms of all employee compensation, including that in any written contract, need not be published, so long as the Chancellor, Chancellor-Elect and Vice Chancellor are advised of the terms and they are within the approved budget.

6. 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.

C. The Board shall invest and reinvest the funds of the Association as it deems wise. The Board may buy, sell and lease any real or personal property on behalf of the Association, on such terms as it deems best, and authorize any Officer or Officers to execute any instrument required to effectuate the foregoing.

D. 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.

Section 213. 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 of the Board, the Chair of the Young Lawyers Division and such other members of the Board Members as the Chancellor may appoint. The Cabinet shall meet at the call of the Chancellor to render such advice and give such assistance as the Chancellor may request. Chancellor appointments serve at the Chancellor's pleasure but, in the event the appointment is of a Member who is not a member of the Board, 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.

Section 215. ~~Absence or Disability of Officers;~~ Vacancy in Office.

A. ~~In the event of a~~Any vacancy in the office of Chancellor, ~~the Chancellor-Elect shall become Chancellor and shall serve until the second January 1 after assuming office 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.~~

B. ~~In the event of a~~Any vacancy in the office of Chancellor-Elect, ~~the Vice Chancellor shall become Chancellor-Elect and shall serve until the expiration of the term of the then Chancellor and thereafter shall succeed to the office of Chancellor, serving in that office for a one year term, and until a successor is elected and qualified 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 215(B) shall continue to serve as Chancellor-Elect for the following one-year term if the Chancellor serves an additional term pursuant to Section 215(A).~~

C. ~~In the event of a~~Any vacancy in the office of Vice Chancellor, ~~Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, or with respect to an elected member of the Board, the vacancy shall be filled by appointment of the Board, to serve until the next Annual Meeting and until a successor is qualified shall be filled by an Acting Vice Chancellor appointed by the Board.~~

D. An Acting Chancellor-Elect or Acting Vice Chancellor appointed by the Board shall not automatically succeed under Section 300 to the office of Chancellor or Chancellor-Elect, respectively. Instead, those offices shall be filled by election at the next Annual Meeting.

E. Service as Acting Chancellor, Acting Chancellor-Elect or Acting Vice Chancellor by appointment of the Board shall not make such person ineligible under Section 209 for subsequent election as Chancellor, Chancellor-Elect or Vice Chancellor.

F. 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.

G. Any vacancy in the office of Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, or of an elected member of the Board, shall be filled by appointment of the Board, to serve until the next Annual Meeting and until a successor is qualified.

H. 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.

I. A person appointed under Section 215(~~CG~~) to fill the unexpired term of a member of the Board shall be deemed to have been elected by the Members.

Section 304. 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.

Section 504. Indemnification and Limitation of Liability.

~~(A)~~ Limitation of Liability: To the fullest extent permitted by Pennsylvania law, as then in effect, a member of the Board shall not be personally liable for any action taken or for any failure to take action as an Officer or as a member of the Board. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law.

~~(B)~~ Indemnification:

1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether by or in the right of the Association) by reason of the fact that the person is or was an Officer or a member of the Board or is or was serving at the request of the Association as an officer, director or representative of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. Indemnification shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the

claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

2. Representatives of the Association. The Association may, at the discretion of, and to the extent and for such persons as determined by the Board, indemnify any person who neither is nor was an Officer or member of the Board but who is or was a party or has threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative (and whether by or in the right of the Association) by reason of the fact that the person is or was a representative of the Association, against expenses (including attorney's fees), judgments, fines and amount paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

3. Advancement of Costs. In the case of any person indemnified by the Association, the Association shall pay such expenses 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 by a court of competent jurisdiction that such person is not entitled to be indemnified by the Association.

Section 602. Commission on Judicial Selection and Retention; Quorum; Chair; Vice Chair; Vacancies.

A. The Commission shall implement the policies of the Association set forth in Section 600.

B. The Commission shall consist of 30 persons, each of whom shall be entitled to vote, as follows:

1. Ex officio Members: the Chancellor; the Chancellor-Elect; the Vice Chancellor; the District Attorney of Philadelphia; the City Solicitor of the City of Philadelphia; the Chief Defender of the Defender Association of Philadelphia; the United States Attorney for the Eastern District of Pennsylvania; either the Chair or the Executive Director of Community Legal Services as designated by its Board; the Chair of the Criminal Justice Section; the Chair of the Young Lawyers Division; the Chair of the Family Law Section; the Chair of the Probate and Trust Section; the Chair of the State Civil Litigation Section; the Chair of the Women's Rights Committee; the Chair of the Municipal Court Committee; the President Judge of the Court of Common Pleas of Philadelphia County; the President Judge of the Philadelphia Municipal Court; the President of the Barristers' Association of Philadelphia; the President of the Hispanic Bar Association of Pennsylvania; and the President of the Asian-American Bar Association of the Delaware Valley.

2. Members of the Association: four individuals who are Regular 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 each year, with a limitation of two consecutive four-year terms. Thereafter, the member shall be eligible for reappointment to the Commission after a lapse of 11 months from the expiration of the 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.

3. Non-Members of the Bar: four persons who are not members of the Bar, 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 602(B)(3) whose terms expired on December 31 of the previous year.

4. Member of the Board of the Philadelphia Trial Lawyers Association: a member of the Board of the Philadelphia Trial Lawyers Association as designated by its Board, to serve for a term of two years, with a limitation of three consecutive two-year terms. Thereafter, the member shall be eligible for reappointment to the Commission after a lapse of 11 months from the expiration of the member's term.

5. Member of the Board of the Philadelphia Association of Defense Counsel: a member of the Board of the Philadelphia Association of Defense Counsel as designated by its Board, to serve for a term of two years, with a limitation of three consecutive two-year terms. Thereafter, the member shall be eligible for reappointment to the Commission after a lapse of 11 months from the expiration of the member's term.

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

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 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.

2. Super Quorum: For determining whether a candidate is recommended for judicial office, the quorum requirement shall be increased to that number set by the Commission, and the vote of a majority plus one of the members of the Commission present at a meeting at which a super quorum remains present and voting shall constitute the acts of the Commission.

D. The Chair of the Commission shall be a Regular 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 Regular 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.

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

Section 1002. Representation of the Association, Committees and Sections; Press Releases.

No Member, Committee, Section, Division, Officer or Board member shall speak or purport to speak for the Association or for the Board, any Committee, Section or Division except as otherwise specifically provided in this Section 1002:

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

B. The Chancellor shall be the principal spokesperson of the Association. The Chancellor shall have authority to speak for the Association

1. in furtherance of any action or position taken by the Board or by the Association; and

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.

C. 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.

D. 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 primary or special expertise and jurisdiction subject to the following conditions:

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

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.

~~D~~E. 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.