

BYLAWS

of the

Pennsylvania Bar Association

May 12, 2017



ARTICLES OF INCORPORATION

and

BYLAWS

of the

PENNSYLVANIA BAR ASSOCIATION
(As last amended May 12, 2017)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
PENNSYLVANIA BAR ASSOCIATION

To All to Whom These Presents Shall Come:

WHEREAS, the Pennsylvania Bar Association was incorporated on July 9, 1895 under the act of April 29, 1874 (P. L. 73, No. 32), known as the Corporation Act of 1874, pursuant to a decree of the Court of Common Pleas of Dauphin County, Pennsylvania, entered July 1, 1895 at No. 153, September Term, 1895, and recorded in the Office for the Recording of Deeds in and for Dauphin County, Pennsylvania, in Charter Book F, page 6 ff.;

AND WHEREAS, it is the purpose of these presents to make certain improvements, amendments and alterations in the Articles of Incorporation of said Association and, as so improved, amended and altered, to restate the Articles in their entirety;

NOW THEREFORE, KNOW ALL PERSONS, THAT THE PENNSYLVANIA BAR ASSOCIATION does under the provisions of the Nonprofit Corporation Law of 1972, 15 Pa. C.S. 7301 et seq., hereby adopt this instrument as the amended and restated Articles of Incorporation thereof and does accept the same in lieu of the Articles heretofore in force:

I. NAME

The name of the corporation is PENNSYLVANIA BAR ASSOCIATION.

II. REGISTERED OFFICE

The location and post office address of the registered office of the corporation in this Commonwealth is 100 South Street, Harrisburg, Pennsylvania 17108.

III. PURPOSE

The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes: to advance the science of jurisprudence; to promote the administration of justice; to see that no one, on account of poverty, is denied his or her legal rights; to secure proper legislation; to encourage a thorough legal education; to uphold the honor and dignity of the Bar; to promote diversity throughout the profession; to cultivate cordial relations among the lawyers of Pennsylvania; and to perpetuate the history of the profession and the memory of its members. The corporation shall not take any partisan political action, nor endorse or recommend any person for any official position, except in the case of federal judicial office or statewide judicial office, or in case its participation is required by law or requested by the appointing or confirming authority in the procedure prescribed for the filling of judicial vacancies. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

IV. TERM OF EXISTENCE

The term for which the corporation is to exist is perpetual.

V. BASIS OF ORGANIZATION

The corporation is organized upon a nonstock basis.

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PENNSYLVANIA BAR ASSOCIATION

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ARTICLE I: General Provisions

Section 101. Definitions. -- The following words and phrases, when used in these Bylaws shall have, unless the context clearly indicates otherwise, the meanings given to them in this section:

"Active Member." A life, senior, regular or sustaining Member of the Association. See Section 201 of the Bylaws.

"Annual Meeting." The Annual Meeting of the Association held pursuant to Section 821 of the Bylaws.

"Association." The Pennsylvania Bar Association, a Pennsylvania nonprofit corporation.

"Association Year." The year ending with the sine die adjournment of the House of Delegates at the Annual Meeting.

"Bylaws." These bylaws, including the Rules of the House of Delegates.

"Board of Governors" or "Board." The Board of Governors existing under Article IV of the Bylaws. Any provision of the Bylaws relating or referring to action to be taken by the Board of Governors or the procedure required therefore shall be satisfied by the taking of corresponding action by a committee of the Board to the extent authority to take such action has been delegated to such committee pursuant to Section 411 of the Bylaws.

"Chair of the House" or "Chair." The Chair of the House of Delegates.

"Commonwealth." The Commonwealth of Pennsylvania.

"Delegate." A member of the House of Delegates. Delegates are delegates or representatives of members for the purposes of 15 Pa. C.S. 7754.

"Executive Director." The Executive Director of the Association.

"General Officer." An officer specified in Section 501(a) of the Bylaws.

"Governor." A Member of the Board of Governors.

"House of Delegates." The House of Delegates existing under Article III of the Bylaws.

"Indemnified Capacity." Any and all past, present and future service by an Indemnified Representative in one or more capacities as a Delegate, Governor or officer, employee or agent of the Association, or, at the request of the Association, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise.

"Indemnified Representative." Any and all Delegates, Governors and officers of the Association and any other person designated as an indemnified representative by the Board of Governors, (which may, but need not, include any person serving at the request of the Association, as a director, officer, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise).

"Lawyer." A person admitted to the Bar of any jurisdiction.

"Liability." Any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements reasonably incurred).

"Local Bar Association." A bar association organized by the members of the Bar practicing primarily within one or more political subdivisions of this Commonwealth.

"Member." A member of the Association of any class. See Section 201 of the Bylaws.

"Mid-Year Meeting." The Mid-Year Meeting of the Association held pursuant to Section 822 of the Bylaws.

"Minority Governor." A member of the Board of Governors appointed under Section 907(b) and 907(c) of the Bylaws.

"Pennsylvania Law Schools." Those law schools determined by the Board of Governors to be Pennsylvania law schools for the purposes of these Bylaws.

"President." The President of the Association.

"President-Elect." The President-Elect of the Association.

"Proceeding." Any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Association, a class of its Members or security holders, if any, or otherwise.

"Publish." Publish in the manner prescribed by Section 811(b) of the Bylaws.

"Rule." A rule of the House of Delegates.

"Secretary." The Secretary of the Association.

"Sections." The Sections of the Association existing under Article VI of the Bylaws. The term includes the Young Lawyers' Division.

"Treasurer." The Treasurer of the Association.

"Unit County Governor." The member of the Board of Governors selected or elected pursuant to Section 908 of the Bylaws

"Unit Plan." The unit plan of membership in the Association available to Local Bar Associations under Section 1003 of the Bylaws.

"Vacancy." or "Vacant." When a position provided for in these Bylaws is unoccupied.

"Vice President." The Vice President of the Association.

"Woman Governor." A member of the Board of Governors appointed under Section 907(d) of the Bylaws.

"Young Lawyer Zone Delegate." A Zone Delegate to which a Zone is entitled under Section 301(14) of the Bylaws.

"Zone." The Zones into which the Commonwealth is divided for Association purposes under Section 102 of the Bylaws. A Zone is a local unit for the purposes of 15 Pa.C.S. 7754. The Secretary shall accredit an Active Member to the Zone in which the mailing address of the member for purposes of the Administrative Office of Pennsylvania Courts lawyer registration is located.

"Zone Delegate." A Delegate to which a Zone is entitled under Section 301(3), (4) or (14) of the Bylaws.

"Zone Governor." The member of the Board of Governors elected from and representing a Zone on the Board.

Section 102. Zones. -- For the purpose of these Bylaws this Commonwealth shall be divided into 12 Zones, numbered one to 12, inclusive, which Zones shall be composed of the following named counties respectively:

1st Zone
Philadelphia

2nd Zone
Berks
Schuylkill
Carbon
Lehigh
Northampton

3rd Zone
Dauphin
Lebanon
Juniata
Perry
Cumberland
Franklin
Adams
York
Lancaster

4th Zone
Lycoming
Northumberland
Montour
Columbia
Tioga
Union
Snyder

5th Zone
Lackawanna
Luzerne
Susquehanna
Wayne
Pike
Wyoming
Sullivan
Monroe
Bradford

6th Zone
Westmoreland
Fayette
Greene
Washington

7th Zone

Erie
Warren
McKean
Crawford
Venango
Forest
Clarion
Jefferson

8th Zone

Cambria
Blair
Somerset
Bedford
Fulton
Huntingdon
Mifflin
Indiana

9th Zone

Delaware
Chester
Montgomery
Bucks

10th Zone

Beaver
Mercer
Butler
Lawrence
Armstrong

11th Zone

Clearfield
Centre
Cameron
Elk
Potter
Clinton

12th Zone

Allegheny

Section 103. Autonomy of Local Bar Associations. -- Nothing contained in the Bylaws and no action or recommendation of the House of Delegates or the Board of Governors, shall be construed to bind or commit in any respect any Local Bar Association or to obligate such Local Bar Association to accept or carry out any policy or recommendation of the House or other agency of the Association. The participation of any Local Bar Association in the Association shall be at all times voluntary and shall not subject such Local Bar Association to any financial or other obligation or liability except such as it may voluntarily assume.

Section 104. Corporate Seal. -- The Association shall have a corporate seal in the form of a circle containing the name of the Association, the year 1895 and such other details as may be approved by the Board of Governors.

ARTICLE II. Membership.

Section 201. Classes of Membership. -- There shall be the following classes of Members in the Association:

- (1) Associate Member. -- A lawyer who is not qualified to be a Regular Member.
- (2) Honorary Member. -- A person who is a member of the legal profession who has been elected to this class by the Board of Governors.
- (3) Senior Member. -- An Active Member who has been a Member for at least 35 years, has reached the age of at least 75 years, and has been transferred to Senior membership by the Board upon his or her written request. Those members who have attained Senior Exempt status prior to 2010 shall remain as Senior Exempt regardless of age and years of service as of 2010.

(4) Life Member. -- A person qualified to be a Regular Member who on or before June 1, 1980, elected to pay in lieu of annual dues the single payment formerly applicable to this class.

(5) Regular Member. -- A member of the Bar of this Commonwealth.

(6) Student Member. -- A law student in good standing who: (i) is registered in a Pennsylvania Law School: (ii) is a resident of this Commonwealth and is registered in any law school accredited by the American Bar Association or: (iii) states a present intent to practice law in Pennsylvania after graduation from any American Bar Association accredited law school.

(7) Sustaining Member. -- A person who is a Regular Member and who elects to pay the amount of annual dues applicable to this class of membership.

(8) Affiliated Member -- A person not otherwise eligible for membership in this Association who is: (i) a member of the Pennsylvania minor judiciary; (ii) appointed by the Supreme Court for employment as an administrator of the business of an appellate court, common pleas court or Philadelphia Municipal Court and supervised only by a court or judge; or (iii) recommended for membership by a Regular Member, employed as an administrator by a law firm or a governmental agency or a unit of the agency and supervised only by a lawyer responsible for managing the business of the firm, agency or unit.

Section 202. Privileges. -- The voting rights and privileges of Members shall be equal except that:

(1) Only Active Members shall have the right to vote and to hold office.

(2) The privileges of the Members other than Active Members may be limited by the terms of the dues schedule applicable to the class.

(3) Affiliated Members may be appointed to serve on committees, but shall not have the right to vote or hold office in connection therewith.

(4) Affiliated Members may join sections and divisions and shall have such rights and privileges as the bylaws of the Section or Division provide.

Section 203. Admission Procedure.

(a) All persons desiring admission to membership in the Association shall send to the Secretary a signed application on a form approved by the Board of Governors, setting forth in detail facts showing the qualifications of the applicant and the class of membership desired.

(b) The Secretary shall determine whether or not the applicant is qualified under the applicable provisions of Section 201 of the Bylaws, and shall notify the applicant in writing of the determination.

(c) If the determination of the Secretary is unfavorable, the applicant may appeal in writing to the Board.

Section 204. Termination or Suspension of Membership; Censure.

(a) A Member may resign at any time by submitting his or her written resignation, which shall be effective upon receipt at Association headquarters.

(b) A Member in default in the payment of any fees, dues or other monetary obligation to the Association may be dropped from membership after 30 days' written notice that such action will be taken if the nonpayment continues.

(c) A Member of a class, which requires a person to be a lawyer, shall maintain good standing at the Bar. If such a Member shall be disbarred, suspended from the practice of law or involuntarily transferred to inactive status or shall resign from the Bar while under disciplinary investigation, the Member shall be deemed to be expelled from the Association forthwith by reason of the termination of his or her status as a lawyer under the Pennsylvania Rules of Disciplinary Enforcement or corresponding provisions of the law of another jurisdiction, unless within 30 days after his or her status as a lawyer is so terminated, the person affected files with the Executive Director a written demand for trial under the procedures of Subsection (d).

(d) All resolutions and complaints in regard to the conduct of a Member shall be referred to the Committee on Legal Ethics and Professional Responsibility. The committee, with the assistance of the Executive Director, shall investigate the matter and prepare a report and recommendation to the Board of Governors. A copy of the report and recommendation shall be sent to the Member at least 30 days before the time of the meeting of the Board at which it will be considered, together with notice of the time and place of hearing before the Board. At the hearing the Member may be heard in person and by counsel and full opportunity shall be afforded both sides to present their views. If the Board convicts, it may expel, suspend or censure the Member, otherwise it shall dismiss the charges.

Section 205. Effect of Termination and Transferability of Membership. -- The right of a Member to vote, and the right, title and interest of the Member in or to the Association or its property, shall cease on the termination of membership. No Member may transfer his or her membership or any right arising therefrom.

ARTICLE III. House of Delegates

Chapter A. Organization and Powers of the House.

Section 301. Composition of the House of Delegates.

(a) The House of Delegates shall be composed of the following Active Members and Student Members of the Association:

(1) The General Officers of the Association.

(2) The other members of the Board of Governors.

(2.1) The president of each Local Bar Association or the nominee of the president who shall be a member of that Local Bar Association.

(3) One additional Member from each Zone for every 100 Active Members of the

Association whose primary location on file with the Administrative Office of Pennsylvania Courts is located in that particular zone.

(4) One additional Member from each Zone in which every Local Bar Association has adopted the Unit Plan of Membership.

(5) The living former Presidents and the five living former Chairs of the House of Delegates who have most recently held office as Chair.

(6) The living former Secretary and former Treasurer of the Association who have most recently held such offices for a term equivalent to the number of years that person held the office of Secretary or Treasurer.

(7) The Delegates representing the Sections.

(8) Other former Chairs of the House of Delegates.

(9) Other former Members of the Board who have held such office within the immediately preceding three Association Years for a term equivalent to the number of years that person held that office.

(10) The Pennsylvania State Delegate to the House of Delegates of the American Bar Association.

(11) The Attorney General of Pennsylvania.

(12) The Court Administrator of Pennsylvania.

(13) The deans of the Pennsylvania Law Schools and also former deans of Pennsylvania Law Schools as long as they maintain membership in the Association.

(14) One additional Member from each Zone appointed as a Young Lawyer Zone Delegate under Section 904 of the Bylaws.

(15) The delegate elected by the Law School Division in accordance with its bylaws as approved by the Board of Governors and one registered Student Member of each accredited Pennsylvania law school as designated by the Student Members registered at that school.

(16) Each former president of the American Bar Association

(b) The House of Delegates may also include one representative (who is an Active Member of the Association and who is not otherwise a voting member of the House of Delegates) appointed by any statewide organization of attorneys, which organization is approved by the House of Delegates and which has at a minimum one hundred members of the Bar of the Supreme Court of Pennsylvania, one or more of whom practice in each Zone.

Section 302. Powers and Functions of the House.

(a) Except as otherwise provided in Sections 841, 901, 902 and 906 of the Bylaws, all voting rights of Members of the Association, as such, shall be exercised by and through the House of Delegates.

(b) The House shall have full power to conduct, manage and direct the business and affairs of the Association. It shall supervise and direct the Board of Governors, officers, Sections, Committees, employees and agents of the Association. It is the judge of the election and qualifications of its members.

(c) A member of the House of Delegates shall not be personally liable for monetary damages, as such, for any action taken, or any failure to take any action, unless the Delegate has both

(1) breached or failed to perform the duties of the office under 15 Pa.C.S. Subch 57B relating to performance of a Delegate's duties and

(2) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The foregoing exemption from liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Delegate pursuant to any criminal statute or the liability for the payment of taxes pursuant to local, State or Federal law. Any repeal or modification of this subsection shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Delegate existing at the time of such repeal or modification.

Section 303. Voting and Other Rights of Delegates. -- The rights of all Delegates in the House of Delegates shall be equal, except that persons who hold membership in the House under Section 301(a) (8), 10 through (13) and (15) of the Bylaws and Section 301(b) shall not have the rights to:

(1) Vote in the House or to exercise any power, which the Bylaws confer on voting Delegates in the House, as such.

(2) Appeal a ruling of the chair.

No Delegate shall have more than one vote by virtue of any dual capacity.

Chapter B. Rules of the House of Delegates.

Rule 321. Meetings of the House.

(a) The House of Delegates shall meet during the Annual Meeting and at such other times and places as it may determine; but at least two regular meetings of the House, separated by at least four months, shall be held in each year. Special meetings of the House may be called by the Board of Governors and shall be called by the Secretary upon the written request of 10% of the voting Delegates in the House.

(b) Unless otherwise ordered by the House, the times and places selected for sessions of the House during or in connection with the Annual Meeting of the Association, and for sessions

of the House at the other regular meeting of the House in each year, shall be determined and announced by the Board of Governors and need not be at the registered office of the Association. Notification shall be sent by the Secretary, no later than 60 days before the time fixed for the first session, to each Delegate in the House and to each chair of a Section or Committee.

(c) Notification of the time and place of a special meeting of the House shall be sent by the Secretary not less than 30 days before the time fixed for the first session, to each Delegate in the House and to each chair of a Section or Committee. Times and places for additional sessions may be fixed by the House. When a special meeting is called the general nature of the business to be transacted shall be stated by the Secretary in the notice of such call.

(d) The Secretary shall include with the notice of any meeting of the House a calendar of the business of the meeting, if the calendar has been furnished to the Secretary by the Committee on Rules and Calendar. If such calendar is not available when the notice of the meeting is sent, the Secretary shall send the calendar to the Delegates in the House as soon as it becomes available.

(e) Meetings of the House shall be open to the public, subject to the right of the House by vote to go into closed session at any time or to determine that particular sessions shall be closed sessions.

(f) At all meetings of the House, Delegates in the House shall be seated by Zones. Those who are Delegates in the House in a representative capacity other than Zone designation or as ex officio Delegates shall be seated with the Zone to which their Association membership is accredited. The Zone Governor from each Zone shall be recognized as the Chair of the delegation from such Zone. Members of the Association who are not Delegates in the House, except Members who are entitled to the floor under Rule 339, shall be seated separately from the Delegates in the House.

Rule 324. Credentials and Admissions.

(a) The Secretary shall maintain a roster of the Delegates in the House determined in accordance with the provisions of Section 302 and 951 of the Bylaws and shall certify such roster to the Chair of the House at the opening of each meeting. Such roster shall be open for examination by any Delegate in the House.

(b) At the opening session of each meeting of the House, the Committee on Credentials and Admissions shall report in writing and may report orally to the House upon the roster prepared by the Secretary.

(c) A Zone Delegate who fails to register in person for a meeting of the House may request an excuse for such absence by filing a written request therefore with the Committee on Credentials and Admissions at any time before or within 30 days after the date of the opening session of the meeting of the House involved. The Committee shall act on all requests and give written notice of its action to the Delegates affected within 50 days after that date. A Delegate may appeal to the House a rejection of his or her request by filing an appeal with the Chair of the House within 30 days after such notice.

Rule 327. Presiding Officer.

(a) In the absence of the Chair of the House of Delegates the House shall choose viva voce a Chair pro tempore. Pending such selection, the Secretary shall assume the chair.

(b) The presiding officer shall preserve order and shall have the power to designate Delegates in the House to aid the presiding officer in so doing. The presiding officer shall require observance of the Rules of the House and shall decide questions of order and procedure, subject to appeal to the House. On an appeal by a Delegate from a ruling by the presiding officer, no Delegate shall speak more than once except by unanimous consent.

(c) The Chair of the House shall sign every resolution and attest every report adopted by the House and the report of proceedings in the House Record, after approving its accuracy.

(d) The Chair of the House shall, at the opening of each meeting of the House, make a brief statement of the principal business, which he or she expects to place before the House at that meeting.

Rule 330. Committees of the House.

(a) The House of Delegates shall have the following committees:

(1) The Committee on Credentials and Admissions, which shall consist of five Delegates in the House, shall have jurisdiction to consider and report on all questions which arise as to the roster of Delegates in the House, and the qualifications, selection and credentials of Delegates.

(2) The Committee on Rules and Calendar, which shall consist of five Delegates in the House, shall have jurisdiction to consider and report to the House as to proposals to amend the Articles of Incorporation or Bylaws of the Association. This Committee shall also have the duty of preparing a calendar and order of business for each meeting of the House. This Committee shall furnish to the Secretary, for distribution to the Delegates in the House, at least 45 days before the date set for the Annual Meeting, or 30 days before the date set for any other meeting of the House, a calendar of the business proposed for such meeting.

(3) The Committee on Hearings, which shall consist of five Delegates in the House, shall have the duty, upon reference by the House or by its Chair, of holding hearings upon any matter on which Members who are not Delegates in the House ask an opportunity to present their views. The Committee shall promptly designate the time and place (which may be at any time during the year) at which the Committee will hold a requested hearing and shall give notice reasonably in advance thereof to the person, or persons, requesting that hearing. The Committee, upon its own initiative, may invite any person to attend any hearing conducted by the Committee. The Committee shall promptly file its report and recommendations on any hearing with the Chair of the House. If the House is in session, or is about to meet, when such report is made, the report shall be calendared for prompt consideration by the House. If the House is not in session, or about to meet, when the report of the Committee is filed, the Chair of the House, in his or her discretion, may cause copies of such report to be distributed to the Delegates in the House for consideration at its next meeting.

(4) The Committee on Draft, which shall consist of five Delegates in the

House, shall have the duty of considering, and reporting to the House concerning any resolutions, reports, recommendations, or other matters referred to it under Rule 345(d).

(b) Unless otherwise directed by the House as to a particular Committee, the Chair of the House shall appoint the Committees of the House and shall fill vacancies arising in any Committee of the House. The President and the Chair of the House shall be ex officio Members of all Committees of the House.

(c) Unless otherwise directed by the House, the members of each Committee of the House shall serve until the adjournment of the next annual meeting of the House after their appointment, and thereafter until their successors have been appointed.

(d) The House may from time to time create and have such other Committees of the House as it may deem desirable for the furtherance of its business.

(e) For the purpose of furthering the consideration of a subject at any meeting of the House, the Chair of the House may, in his or her discretion and in advance of such meeting, appoint a special Committee of Delegates in the House, to consider such subject and report to the House concerning it. Unless otherwise voted by the House, any Committee so appointed shall not continue beyond the adjournment of that meeting of the House.

Rule 333. Quorum, Manner of Acting and Adjournment.

(a) Fifty voting Delegates in the House of Delegates present at any duly convened meeting shall constitute a quorum.

(b) If at any time during a session of the House a question shall be raised by any Delegate in the House as to the presence of a quorum, the presiding officer shall forthwith direct the Secretary to call the roll and shall announce the result. These proceedings shall be without debate.

(c) Whenever upon such a roll call it shall be ascertained that a quorum is not present, a majority of the voting Delegates present may direct the Secretary to request the attendance of absent Delegates. This order shall be determined without debate. Pending its execution and until a quorum shall be present, no debate or motion, except to recess or to adjourn, shall be in order.

(d) If a meeting of the House cannot be organized because a quorum has not attended, the voting Delegates present may, except as otherwise provided in this section, adjourn the meeting to such time and place as they may determine. At any such adjourned meeting at which a quorum may be present such business may be transacted as might have been transacted at the meeting as originally called. Any meeting at which General Officers are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each, as the voting Delegates present shall direct, until such officers are elected.

(e) Notwithstanding any contrary provision in the Bylaws:

(1) In the case of any meeting of the House called for the election of General Officers those voting Delegates who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of

election of such officers.

(2) In the case of any meeting of the House called for any other purpose those voting Delegates who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those voting Delegates who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each voting Delegate at least ten days prior to the date named for the second adjourned meeting.

(f) Except as otherwise specified in the Bylaws or provided by statute, the acts, at a duly organized meeting of the House, of a majority of the voting Delegates present and voting shall be the acts of the House.

Rule 336. Order of Business.

(a) The order of business of the House of Delegates shall be conducted according to its calendar, subject to change by special order. Upon recommendation of the Committee on Rules and Calendar and by vote of two-thirds of the voting Delegates present, any subject may be made a special order.

(b) The calendar of each meeting of the House shall include:

(1) Report by the Committee on Credentials and Admissions, which shall be accompanied by a written roster of the House.

(2) Approval of the summary of action of the previous meeting.

(3) Subject to Rule 342, presentation of any matter that a Local Bar Association wishes to bring before the House.

(4) Subject to Rule 342, presentation of any matter that a Section or Committee wishes to bring before the House.

(c) Reports with recommendations that the Committee on Rules and Calendar believes will not be substantially opposed may be included on the consent calendar. Consideration of the consent calendar must be made a special order and all items on it shall be moved for approval without debate. By written request of a Delegate to the Committee within the time prescribed by the House, an item on the consent calendar shall be removed and made the subject of debate.

Rule 339. Privileges of the Floor.

(a) The privilege of the floor, without vote, may be extended to any person by two-thirds vote of the voting Delegates present.

(b) The chair of the Section or Committee (or the designee of the chair) has the privilege of the floor, without a vote, and may speak or make a motion concerning a report of his or her Section or Committee or any other matter within the jurisdiction of his or her Section or Committee.

(c) If a minority report is filed in connection with a report with recommendations of a Section or Committee, one representative selected by the minority of the Section or Committee for that purpose, although not a Delegate in the House, may speak once in the House on the question.

(d) If the Chair approves, the Executive Director may address the House.

Rule 342. Local Bar Association Submissions; Section and Committee Reports.

(a) Any submission to the House of Delegates by a Local Bar Association shall be in writing, shall show that it has been duly authorized by the governing body of the Local Bar Association, and shall be transmitted to the House through the Chair of the House prior to the opening of the first session of the House at the meeting at which the matter is to be considered.

(b) Any Section or Committee making a report to the House of Delegates shall, prior to the meeting of the House, on or before a date fixed by the Board of Governors, prepare and transmit to the House through the Board, its written report covering a summary of its activities, and recommendations for Association action, if any. No Section or Committee report, which has not been so transmitted through the Board, shall be submitted to the House unless waiver is obtained in accordance with this rule. No Committee report recommending Association action shall be received by the House unless it shall have been approved by the Committee at a regularly authorized meeting thereof or by its council if authority has been granted by the Committee to its council to act for the Committee, and the report shall show the basis of Committee action and whether such action has been taken by the full Committee or the council. No Section report recommending Association action shall be received by the House unless it shall have been approved by the Section or its council, and the report shall show the basis of the Section action and whether such action has been taken by the full Section or the council.

(c) Each Section or Committee report shall:

(1) Be distributed to Delegates in the House by the Secretary at least 30 days before the Annual or Mid-Year Meeting and at least ten days before any special meeting.

(2) Have each recommendation set forth at the head of the report as a recommendation so as to distinguish readily the recommendation from the body of the report, and the body of the report shall contain no language that may be construed as committing the Association to any policy not contained in the recommendation.

(3) Contain a statement of the reasons for the recommendations contained therein and a summary of any minority report or opinion expressed within the Section or Committee.

(4) When action on legislation or a rule of court is recommended, include a summary of the proposed statute or rule of court and a supporting brief or memorandum. While the complete text of the proposed statute or rule of court need not appear in the report, the complete text of the proposed statute or rule of court shall be furnished to any Delegate in the House and to any other Member upon his or her request.

(5) If the recommendation contemplates action that may result in expenditures by

the Association, contain in the body of the report an estimate of the amount that will be required.

(d) No submission or report recommending Association action shall be considered by the House unless there shall have been compliance with the provisions of this rule or unless compliance is waived by the Board or by a two-thirds vote of the voting Delegates present upon recommendation of the Committee on Rules and Calendar. Any Section or Committee desiring a waiver by the House shall give written notice thereof and the reasons therefore to the Committee on Rules and Calendar at least ten days before the meeting of the House at which it is to be considered, and such waiver shall not be recommended by the Committee on Rules and Calendar unless action by the House at its forthcoming meeting shall be desirable because of pending legislation or unless such action for some other reason shall be considered to be of sufficient importance to justify its consideration at the meeting.

(e) Whenever a Section or Committee undertakes to report or make recommendations to the House on a subject which may be within the jurisdiction of another Section or Committee, it shall notify such latter Section or Committee of such proposed report or recommendation and invite comment and suggestions thereon. Whenever a Section is so notified it shall in turn notify Section committees, which may be concerned. In the event of a difference of opinion the matter shall be referred to the Board for its recommendation to the House which shall take final action thereon. Neither failure of the Section or Committee initiating a report or recommendation to give notice to another Section or Committee as provided in this rule, nor the expression of a difference of opinion which has not been resolved by the Board, shall prevent the House from taking action upon such report or recommendation.

Rule 345. Debate.

(a) When a Delegate in the House desires to speak, the Delegate shall rise and address the presiding officer. Upon being recognized, the Delegate shall state his or her name and representative capacity. No Delegate shall speak more than once at the same session upon any one question, unless with unanimous consent of the House. The Delegate who made the motion under discussion shall have the right to close the debate upon it.

(b) No Delegate in the House, chair of a Section or Committee (or his or her designee) or minority representative of a Section or Committee shall speak more than ten minutes at one time without unanimous consent of the House, unless he or she be then engaged in making the report of a Section or Committee of the Association or of the House.

(c) If any matter is or may come before the House, as to which persons who are not entitled to the privileges of the floor desire to submit their views or recommendations to the House, the House may by vote refer such matter to its Committee on Hearings, which shall give a hearing to such persons and report thereon to the House.

(d) At the request of the presiding officer or of any Delegate, any resolution or motion shall be reduced to writing. Such a resolution or motion shall be read before it may be debated. Any pending resolution or motion may be referred, by the House or by the presiding officer, to the Committee on Draft, for consideration and report as to phraseology, scope or substance. The House or the presiding officer may require that copies of any resolution shall be made available to Delegates in the House, before a vote is taken thereon.

(e) Wherever practicable, copies of each report by a Section or Committee of the Association or of the House shall be made available to each Delegate in the House, before or at the time of the presentation of such report. Unless otherwise ordered by vote of the House or directed by the presiding officer, reports of Sections and Committees of the Association that are printed in the Advance Program of the Association or otherwise, and reports of committees of the House of which copies are available shall not be read orally in presentation, but shall be stated to the House in substance only. When the reading of a report is called for and objected to, the reading shall be determined by a vote of the House, without debate.

Rule 348. Voting.

(a) Except where a written ballot is ordered, voting shall be viva voce, unless the presiding officer is in doubt of the result or a division is requested. Thereupon the House shall divide, those on the affirmative of the question first rising and then those on the negative rising.

(b) When a question has been decided by the House, any Delegate voting with the prevailing side may, on the same day, move a reconsideration. If the House shall refuse to reconsider or upon reconsideration shall affirm its first decision, no further motion to reconsider shall be in order unless by unanimous consent.

(c) Whenever the House, in conformity with the then applicable policies of the Association and applicable law, considers the question of the endorsement by the Association of any person for public office, the vote shall be by written secret ballot in such manner as may be directed by the House.

Rule 351. Nominations and Elections of Officers.

(a) Nominations for the General Officers of the Association made by the Nominating Committee or by petition pursuant to the Bylaws, shall be certified to the House by the Secretary.

(b) In elections by the House, each office to be filled shall be voted for separately. When there is more than one nomination, voting for the General Officers of the Association shall be by written ballot. In the event there is more than one candidate for any office, the presiding officer shall appoint five Delegates in the House to act as tellers who shall have charge of the preparation, distribution, collection and counting of the ballots.

(c) Balloting for an office shall proceed until one candidate shall have received a majority of all votes cast.

Rule 357. House Record.

(a) The proceedings of the House shall be stated in its record kept by the Secretary. After the adjournment of a meeting, a summary of the entries of the action taken by the House as reported in the record shall be sent by the Secretary to each Delegate in the House as soon as practicable. The Secretary shall be notified within ten days after the receipt of such summary by a Delegate of any corrections in the summary, which the Delegate believes, should be made. Action upon such proposed correction shall be taken at the first session of the House at its next following meeting.

(b) The Zone Delegates shall report the substance of the proceedings at each meeting of the House to the Local Bar Associations in the Zone which the Zone Delegates represent in such manner as the Zone Governor shall determine.

Rule 360. Amendment and Suspension of Rules.

(a) No motion to amend any Rule of the House or any part thereof, shall be in order, unless notice of such motion shall have been filed with the Secretary in writing, specifying the rule or part thereof proposed to be amended and the purpose of the amendment, and unless 20 days' notice of such motion shall have been given by the Secretary to each Delegate in the House. A vote of two-thirds of the voting Delegates present at any session and not less than a majority of those who have responded to any roll call at the meeting of the House for which notice of the amendment was given, shall be required to amend the Rules under this rule.

(b) By a two-thirds' vote of the Delegates present and voting, Rules 336 or 345, or any part thereof, may be suspended during a session of the House.

ARTICLE IV. Board of Governors

Section 401. Composition of the Board of Governors. -- The Board of Governors shall be composed of the following:

- (1) The General Officers of the Association.
- (2) The immediate Past President.
- (3) The Chair, Chair-Elect and most recent living Past Chair of the Young Lawyers' Division.
- (4) One Zone Governor from each Zone.
- (5) Two Minority Governors.
- (6) One Woman Governor.
- (7) One Unit County Governor.

Section 402. Powers and Functions of the Board.

(a) Between meetings of the House of Delegates, the Board of Governors may perform, not inconsistently with any action taken by the House, the functions that the House itself might perform, except functions reserved by statute to the Members or delegates of members. The Board shall develop methods and specific plans for making the Association and its activities useful to Members in their professional work. The budget of the Association shall be made and administered by the Board. It shall be an essential duty of the Board to exercise supervision of the work of the Section and Committees of the Association, between meetings of the Association, and to transmit to the House the annual and other reports of such Sections and Committees, together with any recommendations or comments as to such reports or as to the activities of any Section or Committee. The Board shall report to the Delegates in the House,

within two business days after the meetings of the Board, the actions taken and things done by the Board in pursuance of its powers and duties. Such report shall be in the form of a summary of its minutes, shall include all votes taken on action items deciding PBA policy on an issue where the PBA needs to take a position before the next meeting of the House of Delegates, and shall be signed by the Secretary.

(b) Each Zone Governor shall be ex officio, under the direction of the House, the Board and the President, in charge of all Association matters within his or her Zone.

(c) A member of the Board shall not be personally liable for monetary damages, as such, for any action taken, or any failure to take any action, unless he or she has both:

(1) breached or failed to perform the duties of his or her office under 15 Pa. C.S. Subch 57B relating to performance of a Governor's duties and

(2) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The foregoing exemption from liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Governor pursuant to any criminal statute or the liability of a Governor for the payment of taxes pursuant to local, State or Federal law. Any repeal or modification of this subsection shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Governor existing at the time of such repeal or modification.

Section 403. Meetings of the Board; Absences.

(a) The Board of Governors may meet at such place within or without this Commonwealth and at such time as the Board may from time to time appoint, or as may be designated in a notice of a special meeting.

(b) The Board shall meet immediately prior to the Annual Meeting and the Mid-Year Meeting and immediately after each Annual Meeting.

(c) Special meetings of the Board shall be held whenever called by the President or by five or more Governors. Notice of a special meeting shall be given to each Governor at least five days before the time at which the meeting is to be held.

(d) On or within 15 days after the commencement of the meeting, a Governor who fails to attend a regular meeting of the Board may request an excuse from such absence by filing a request therefor with a Board committee appointed for that purpose. The Committee shall act on all requests and give written notice of its action to the Governor affected within 10 days of its receipt. A Governor whose request is refused may appeal to the Board, the appeal to be heard and decided at its next regular or special meeting held after its receipt, but not thereafter. A vacancy occurring because of the provisions of this subsection shall be filled as provided in Section 951(c).

Section 404. Quorum, Manner of Acting, and Adjournment. -- A majority of the Governors in office shall be present at each meeting of the Board of Governors in order to

constitute a quorum for the transaction of business. Every Governor shall be entitled to one vote. Except as otherwise provided by 15 Pa.C.S. 7547 (relating to purchase, sale, mortgage and lease of real property), the acts of a majority of the Governors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Governors present and voting may adjourn the meeting from time to time until a quorum is present. The Governors shall act only as a Board and the individual Governors shall have no power as such, except that any action which may be taken at a meeting of the Governors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Governors in office and shall be filed with the Secretary.

Section 411. Executive and Other Committees.

(a) The Board of Governors may, by resolution adopted by a majority of the Governors in office, establish an Executive Committee and one or more other committees, each committee to consist of two or more Governors. The Board may designate one or more Governors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, of any committee the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Governor to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

(b) The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the Association, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the General Officers or Zone Governors.
- (3) The recommendation of the amendment of the Articles of Incorporation or the Bylaws.
- (3) The amendment or repeal of any resolution of the Board.

(c) No committee of the Board, other than the Executive Committee, shall pursuant to resolution of the Board or otherwise exercise any of the powers or authority vested by the Bylaws or the Nonprofit Corporation Law of 1972 in the Board as such, but any other committee of the Board may make recommendations to the Board or the Executive Committee concerning the exercise of such powers and authority.

(d) The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any Governor of his or her fiduciary duty to the Association.

Section 412. Committee Procedures.

(a) Sections 403(a) and (c) and 404 of the Bylaws shall be applicable to Committees of the Board of Governors, except that any committee of the Board may meet upon at least 24 hours' notice by telephone.

(b) A majority of the Governors in office designated to a committee, or Governors designated to replace them as provided in Section 411 of the Bylaws, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Governors in office designated to a committee or their replacements shall be the acts of the committee.

(c) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board and through the Board to the House of Delegates.

Section 421. Finance Committee. -- The Board of Governors shall designate a Finance Committee which shall consist of the Treasurer, who shall be Chair of the Finance Committee, the Vice President and at least three other Governors. All requests for appropriations and audits and reports of the certified public accountants retained by the Association shall be submitted to it. It shall make a continuing study of the finances of the Association and make recommendations regarding them, shall consider and recommend on all requests for appropriations and shall prepare and submit to the Board a budget of estimated receipts and expenditures for the next ensuing fiscal year.

ARTICLE V. Officers and Executive Director

Section 501. Number and Qualifications of Officers.

(a) The General Officers of the Association shall be a President, a President-Elect, Vice President, a Chair of the House of Delegates, a Secretary, and a Treasurer.

(b) The Board of Governors may appoint and prescribe the duties, authority and compensation of an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office at the pleasure of the Board.

(c) All officers shall be Members of the Association. No Chair of the House, Secretary or Treasurer may be nominated for election as a general officer by the Nominating Committee, or by petition, during the period for which the Chair, Secretary or Treasurer was elected or appointed. The General Officers of the Association shall not be eligible for reelection in the same position, other than the Secretary and Treasurer. Neither the Secretary nor the Treasurer shall be eligible to serve more than three successive one year terms.

Section 502. General Powers. -- All officers of the Association, as between themselves and the Association, shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in the Bylaws, or in the absence of controlling provisions in the Bylaws, as may be determined by resolutions or orders of the House of Delegates or Board of Governors.

Section 511. The President.

(a) The President is the chief executive officer of the Association. The President shall preside at meetings of the Board of Governors, shall deliver at the Annual Meeting an appropriate address, shall carry out such duties as are required of the office of President by the Bylaws, shall perform such other duties as may from time to time be assigned by the Board of Governors and shall perform such other functions as are appropriate to the office, subject,

however, to the control of the House of Delegates and the Board.

(b) The President may call a meeting of the chairs of all Committees either jointly with all Section chairs or otherwise. Any chair unable to attend may delegate that function to a member of his or her Section or Committee.

Section 512. The President-Elect and Vice President.

(a) The President-Elect shall prepare a plan for his or her term as President, make committee appointments to take effect upon commencement of his or her term as President, establish and maintain contact with Local Bar Associations and conferences or associations of Local Bar Leaders and coordinate the work of the Zone Governors and the Unit County Governor and perform such other duties as may from time to time be assigned by the Board of Governors or the President, and shall carry out such duties as are required of the office of President-Elect by the Bylaws. In the event of the absence or disability of the President the President-Elect shall act as President.

(b) The Vice President shall supervise, monitor and coordinate the work of the sections and committees and perform such other duties as may from time to time be assigned by the Board of Governors or the President, and shall carry out such duties as are required of the office of Vice President by the Bylaws. In the event of the absence or disability of both the President and President-Elect, the Vice President shall act as President.

Section 513. The Chair of the House of Delegates. -- The Chair of the House of Delegates shall:

- (1) Preside at meetings of the House of Delegates.
- (2) Preside, in the absence of the President, President-Elect and Vice President, at events at which the President would preside if present.
- (3) Appoint committees of the House, as provided by the Rules of the House, and designate the chair thereof.
- (4) Carry out such other duties as are required of the office of Chair of the House by the Bylaws.

Section 514. The Secretary. -- The Secretary shall:

- (1) Keep the seal of the Association and the respective minutes of the House of Delegates and the Board of Governors.
- (2) Keep the roster of the Delegates in the House.
- (3) Receive, certify and publish nominations of Delegates, Governors and officers.
- (4) Accredite Active Members to Zones and receive, certify and publish the results of mail ballots for Zone Delegates, Zone Governors and the Unit

County Governor. The Secretary shall conduct the nomination process and election of the Unit County Governor as provided in Section 908.

- (5) Receive and keep as the property of the Association all papers, addresses and reports to the House.
- (6) Establish, update and monitor the timetables and policy and procedure documentation of the Association and give notice when notice is required to be given to the House, the Board, or the Members.
- (7) Perform such other duties as may from time to time be assigned by the Board of Governors or the President and carry out such duties as are required of the office of Secretary by the Bylaws.

Section 515. The Treasurer.

(a) The Treasurer shall:

(1) Supervise the safekeeping of the funds and investments of the Association, and report periodically on the financial condition of the Association to the House of Delegates and Board of Governors.

(2) Prepare the annual report required by Section 1041 of the Bylaws.

(3) Perform such other duties as may from time to time be assigned by the Board of Governors or the President and carry out such duties as are required of the office of Treasurer by the Bylaws.

(b) The annual report of the Treasurer shall be submitted for examination and audit by a certified public accountant designated by the Board.

Section 516. The Executive Director. -- The Executive Director shall administer the facilities and staff of the Association subject to the direction of the Board of Governors and the President. Any administrative function of an officer of the Association may be delegated to and performed by or under the direction of the Executive Director.

ARTICLE VI. Sections and Divisions

Chapter A. Sections

Section 601. Sections; Additional Sections.

(a) The Sections of the Association shall be the several Sections provided for in this article and such additional Sections as may be established by the House of Delegates, upon petition of interested Active Members.

(b) The petition shall state the contemplated jurisdiction of the Section.

(c) The House may change the name of, combine, divide or discontinue any Section.

Section 602. Membership of Sections. -- All members of Sections shall be Members of the Association and any Member of the Association may be a member of any Section or Sections. This limitation does not prevent cooperation or affiliation approved by the Board of Governors or the House of Delegates between Sections and non-member groups.

Section 611. Section Meetings. -- All Sections shall meet from time to time as provided by their council, and it shall be the duty of the chair of a Section to call a meeting of the Section upon the written request of the President or of any 25 members of the Section.

Section 612. Section Organization and Procedures; Reports.

(a) A Section shall have a chair, vice chair, secretary and such other officers, subsections and committees as its bylaws may provide. It shall have a council consisting of the officers and such other members, if any, as its bylaws may provide. Section bylaws and amendments become effective only after approval by the Board of Governors.

(b) A Section may require that Section members pay dues and may change the amount thereof, subject in either case to the approval of the Board of Governors. No Section shall undertake any activity involving the expenditure of funds not raised through the assessment of Section dues or other Section generated revenues unless first authorized by the House.

(c) Each Section shall make an annual report to the House of its activities, and shall make such special reports as the House or the Board may direct.

Section 613. Cooperation with Bar Associations.

(a) Each Section shall cooperate, as fully as may be, with the corresponding section of the American Bar Association. Upon election, the chair of each Section shall notify the ABA section of that fact and shall keep in communication with such corresponding section.

(b) A Section shall similarly cooperate with corresponding bodies of Local Bar Associations.

Section 621. Administrative Law. -- The Section on Administrative Law shall take as its province the development and practical working of the administrative law, both substantive and procedural, with reference to problems involving the administrative process in this Commonwealth.

Section 624. Aeronautical and Space Law. -- The Section on Aeronautical and Space Law shall take as its province the development and practical working of aeronautical law and the law of outer space in all their aspects.

Section 627. Civil Litigation. -- To further the development of the law and procedures related to civil litigation; to stimulate and extend the study of these fields of the law; to cooperate in obtaining uniformity with respect to both legislation and administration in all matters concerning the law and procedures related to civil litigation; and to simplify and improve the application of justice in these fields of law.

Section 630. Business Law. -- The Section on Business Law shall take as its province the development and practical working of the law of this Commonwealth and of the United States, relating to banks and banking, to other business and nonprofit corporations, partnerships and associations, to the law relating to mercantile and commercial transactions, including the fields of bankruptcy, insolvency and receiverships and of business regulation law.

Section 633. Criminal Justice. -- The Section on Criminal Justice shall take as its province the development, improvement and practical working of the criminal justice system of this Commonwealth and of the United States, both substantive and procedural.

Section 635. Education Law. -- The Section on Education Law shall take as its province the promotion of interest in and the advancement of knowledge in those areas of the law concerned with or impacting upon the field of education so that the lawyers engaged in practice in those areas of the law will be better equipped to serve the profession and the public through effective representation of clients and enlightened influence upon the development of a body of statutory, common and administrative law to serve all interests in the field of education.

Section 636. Section on Environment and Energy Law. -- The Section on Environment and Energy Law shall take as its province the development and practical working of the law of this Commonwealth and the United States relating to the environment, energy ecology and mineral and natural resources, including air, water and land.

Section 639. Family Law. -- The Section on Family Law shall take as its province the development and practical working of the law relating to marriage, divorce, support, custody, property and economic matters, and domestic relations generally, as well as the law relating to adoption and to juvenile dependency.

Section 642. Solo and Small Firm Section. -- The Section on Solo and Small Firm shall take as its province the enhancement of the skill of the lawyer in solo or small firm practice, by providing a forum for the exchange of ideas and information essential to improvement of the lawyers' quality of legal services; the assistance of lawyers in solo and small firm practice in utilizing the best techniques, methods and procedures for carrying on the practice of law and providing legal services, so that lawyers engaged in the solo or small firm practice of law will improve their ability to deliver the most efficient and highest quality of legal services to their clients; the provision of a medium through which solo and small firm practitioners may cooperate with, encourage and assist each other in the resolution of problems common to them and to the legal profession, all to their mutual benefit and that of the Association and the legal profession at large; and the representation of lawyers engaged in the solo or small firm practice of law.

Section 645. International and Comparative Law. -- The Section on International and Comparative Law shall take as its province the development and practical working of international law and of the comparative law of different jurisdictions.

Section 648. Labor and Employment Law. -- The Section on Labor and Employment Law shall take as its province the development and practical working of the law relating to labor relations.

Section 651. Municipal Law. -- The Section on Municipal Law shall take as its province the development and practical working of the law, both substantive and procedural, relating to municipal subdivisions of states, with particular reference to those of this Commonwealth.

Section 654. Public Utility Law. -- The Section on Public Utility Law shall take as its province the development and practical working of the law of this Commonwealth and of the United States, relating to public utilities.

Section 657. Real Property, Probate and Trust Law. -- The Section on Real Property, Probate and Trust Law shall take as its province the development and practical working of the law relating to real property in all its aspects and to decedents' and trust estates and guardianships.

Section 663. Tax Law. -- The Section on Tax Law shall take as its province the development and practical working of the law relating to taxation, both substantive and procedural.

Section 666. Workers' Compensation Law. -- The Section on Workers' Compensation Law shall take as its province the development and practical working of the law relating to workers' compensation law and other forms of employers' liability laws.

Section 667. Intellectual Property Law Section -- The Section on Intellectual Property Law shall take as its province the promotion of the objectives of the Pennsylvania Bar Association within the particular fields of intellectual property, and, to that end, furthering the development of the law and procedures related to intellectual property law; stimulating and extending the study of these fields; cooperating in obtaining uniformity with respect to both legislation and administration in all matters concerning the law and procedures related to intellectual property; simplifying and improving the application of justice in these fields of the law; and reviewing, studying, and making recommendations concerning all proposals and matters affecting intellectual property law, including but not limited to monitoring and addressing actual and proposed legislation, litigation, rules of conduct and procedures, and other relevant developments in Pennsylvania, the United States Patent & Trademark Office, the United States Copyright Office, Congress, and the federal courts, as well as educating the legal community and the public about intellectual property.

Section 668. Elder Law Section. -- The Section on Elder Law shall take as its province the development and practical workings of substantive elder law issues, legal education and ethical guidelines.

Chapter B. Young Lawyers' Division

Section 681. Young Lawyers' Division. -- The Young Lawyers' Division shall take as its province the organization of the newer members of the Bar of this Commonwealth, so that they may cooperate for the betterment of the profession, and for the advancement of the aims and work of the Association. All members of the Division shall be Members of the Association. This limitation does not prevent cooperation or affiliation approved by the Board of Governors or the House of Delegates between the Division and non-member groups. The bylaws of the Division may restrict membership in the Division to Members of the Association who have not

attained a specified age or first became lawyers within a specified period.

Section 682. Division Meetings. -- The Young Lawyers' Division shall meet from time to time as provided by its bylaws.

Section 683. Division Organization and Procedures; Reports.

(a) The Young Lawyers' Division shall have such officers, subdivisions and committees as its bylaws may provide. It shall have an executive committee consisting of the officers and such other members, if any, as its bylaws may provide. Division bylaws and amendments become effective only after approval by the Board of Governors.

(b) The Division may require that Division members pay dues and may change the amount thereof, subject in either case to the approval of the Board of Governors. The Division shall not undertake any activity involving the expenditure of funds not raised through the assessment of Division dues unless first authorized by the House.

(c) The Division shall make an annual report to the House of its activities, and shall make such special reports as the House or the Board may direct.

Section 684. Cooperation with Bar Associations.

(a) The Young Lawyers' Division shall cooperate, as fully as may be, with the corresponding division of the American Bar Association. Upon election, the presiding officer of the Division shall notify the ABA division of the fact and shall keep in communication with such corresponding division.

(b) The Division shall similarly cooperate with corresponding bodies of Local Bar Associations.

Section 685. Law Student Division.

(a) The Law Student Division shall take as its province the organization of the Student Members of this Association as defined in Section 201(6) (relating to Student Member) so that they may cooperate for the betterment of the profession, and for the advancement of the aims and work of the Association. The Division shall encourage more active participation in the Association by developing strong professional ties early in a legal career. It shall strive to foster a thorough understanding of the professional legal association, encourage active association participation and develop ongoing legal educational efforts.

(b) The bylaws of the Division, as adopted by it after approved by the Board of Governors, may provide for (i) meetings of the Division from time to time, (ii) officers, subdivisions and committees, (iii) dues for its members and such other matters as are required to effectuate its purposes. It shall cooperate, as fully as may be, with corresponding divisions of national or local organizations as is appropriate.

(c) The Division shall make an annual report to the House of its activities, and shall make such special reports as the House or the Board may direct.

ARTICLE VII. Committees.

Section 701. Committees.

(a) Committees may be created from time to time by the House of Delegates, by the Board of Governors or by the President, to deal with matters of interest to the Association. There shall be a Committee on Legal Ethics and Professional Responsibility as contemplated by Section 204(d). There shall also be a Planning Committee composed of the following:

- (1) Treasurer, who shall serve as Chair;
- (2) Secretary, who shall serve as Co-Vice Chair;
- (3) Vice President, who shall serve as Co-Vice Chair;
- (4) Immediate Past President
- (5) Immediate Past Chair of the Young Lawyers Division;
- (6) The At-large Governor(s) in the third year of his/her term;
- (7) Four Zone Governors in the third year of their terms; and
- (8) Two Members appointed annually by the President, with the consent of the Board of Governors except as provided in 8(ii).
 - i. Appointed Members must be members of the House of Delegates at the time of appointment;
 - ii. It is intended that the Appointed Members serve in staggered terms and that each President appoint two (2) Appointed Members annually. Accordingly, of the initial six (6) Appointed Members, two (2) shall serve for a term of one (1) year, two (2) shall serve for a term of two (2) years, and two (2) shall serve for a term of three (3) years;
 - iii. Except as provided in 8(ii) and 8(iv) of this Section, each Appointed Member shall serve for a term of three (3) years and shall not be eligible for re-appointment to successive terms after the Appointed Member has served a full three-year term;
 - iv. If the Appointed Member is a member of a sub-committee whose task is still underway at the time the Appointed Member's term expires, the Appointed Member may continue to serve on the sub-committee until its work is completed.
 - v. Appointments to the Planning Committee shall be made with due regard for the Association's commitment to diversity.
 - vi. Any vacancy among the Appointed Members shall be filled for the duration of the unexpired term by appointment of the President.

(b) The scope or jurisdiction of a Committee shall be set forth in writing by the body or officer creating or extending the Committee. At each Annual Meeting the Secretary shall submit to the House a compilation of the respective scope or jurisdiction of all existing Committees. Each such

committee shall continue in existence until the end of the year next following that in which it was created, unless sooner discharged by the House. The life of any such committee may be extended, from year to year, by a vote of the House or the Board.

(c) No matter shall be referred to a Committee which is within the province of any Section except by a vote of the House or the Board.

Section 702. Appointment of Committees.

(a) The members, chair, and vice chair, if any, of each Committee, unless the Bylaws shall otherwise provide, shall be appointed by the President-Elect for a term coincident with his or her term as President and until their successors are appointed. The President, President-Elect, Vice President, Chair of the House of Delegates and Executive Director shall be ex officio nonvoting members of all committees.

There may be appointed to Committees:

- (1) Members, as defined in Section 201 (1), (2), (3), (4), (5), (6) or (7) of these Bylaws.
- (2) Persons who are non-lawyers who are not members of the Association, who may be voting or nonvoting members of the Committee, and who may not hold office in such Committees.
- (3) Affiliated Members, as defined by Section 201(8), who shall not be voting members of Committees and who may not hold office in such Committees.

(b) Except as otherwise provided in the Bylaws, vacancies in Committees and the officers thereof shall be filled by appointment of the President.

Section 711. Committee Meetings. -- All Committees shall meet from time to time at the call of their chair, or as provided by their council, if any, and the chair shall call a meeting upon the written request of a majority of the Committee or of the President.

Section 712. Committee Organization and Procedures; Reports.

(a) All Committees shall fix their regular time and place of meeting, and shall have the general power to adopt regulations for their own government and course of procedure not inconsistent with the Bylaws and directions of the House of Delegates and Board of Governors. A Committee may elect any additional officers deemed advisable and may have a council consisting of such members as its regulations may provide. One third of the voting members in office of a Committee shall constitute a quorum. Committee regulations and amendments become effective only after approval by the Board.

(b) No Committee shall undertake any activity involving the expenditure of funds unless first authorized by the Board.

(c) Each Committee shall make an annual report to the House of its activities, and shall make such special reports as the House or the Board may direct.

Section 713. Cooperation with Bar Associations. -- Each Committee shall cooperate, as fully as may be, with the corresponding entities of the American Bar Association and of Local Bar Associations.

ARTICLE VIII. Meetings and Procedures

Section 801. Parliamentary Matters in General. -- On parliamentary matters of the Association not covered by the Bylaws, or by the bylaws of a Section or the regulations of a Committee, Robert's Rules of Order as most recently revised shall be the authority as far as applicable.

Section 811. Notice, What Constitutes.

(a) Whenever written notice is required to be given to any person under the provisions of the Bylaws or the Nonprofit Corporation Law of 1972, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, electronically by facsimile or electronic mail, or similar means to his or her address, facsimile number, or electronic mail address, as applicable, appearing on the books of the Association, or in the case of Delegates or Governors, supplied by such person to the Association for the purpose of notice. If the notice is sent by mail facsimile or electronic mail, it shall be deemed to have been given to the person entitled thereto when sent to such person.

(b) Persons authorized or required to give notice under Subsection (a) may, in lieu of any written notice required to be given thereby, give notice to a Member or Delegate by causing the text of the notice to be published:

(1) in any periodical of the Association designated by the Board of Governors which is scheduled to be delivered to the persons to whom notice is to be given at least 30 days prior to the event to which the notice relates; and

(2) in the manner provided by 15 Pa. C.S. 7703(a).

(c) A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or the Bylaws.

(d) When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

(e) The notice shall be posted in a conspicuous manner on the Association's Internet website concurrently with its mailing, electronic transmission or publication.

Section 812. Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the Bylaws or the Nonprofit Corporation Law of 1972, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this section, neither the business to be transacted at nor the purpose of a meeting need be specified in the

waiver of notice of such meeting. In the case of a special meeting of Delegates such waiver of notice shall specify the general nature of the business to be transacted.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 813. Modification of Proposal Contained in Notice. -- Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 814. Conference Telephone Meetings. -- One or more persons may participate in any meeting, except a meeting of the House of Delegates, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 815. Proxies; Letter Ballots.

(a) Voting by proxy shall not be permitted at any meeting of the House of Delegates, the Board of Governors, the council of a Section or Committee, a Committee or any other body or unit existing under the Association.

(b) The House, the council of a Section or Committee and any Committee may take action by letter ballot on matters requiring action between its meetings.

(c) The House shall take action by letter ballot on any issue where the Board of Governors has voted to create a PBA policy before the next regularly scheduled House of Delegates meeting provided that:

- (1) Fifty members of the House of Delegates request, in the manner prescribed in Section 811, a letter ballot be circulated; or
- (2) Eight members of the Board of Governors request, in the manner prescribe in Section 811, a letter ballot be circulated.

Section 821. Annual Meeting. -- The Annual Meeting of the Association shall be held once during each calendar year at a time and place determined by the Board of Governors. It shall include a meeting of the House of Delegates and may include such meetings of the Board of Governors, Sections and Committees as the Board may authorize. The date on which an Annual Meeting will convene shall be publicly announced at a preceding meeting of the Association.

Section 822. Other Meetings. -- In addition to the Annual Meeting, the Association shall hold a Midyear Meeting and may hold such other meetings as the Board of Governors may prescribe. A meeting of the Association shall be held in connection with each meeting of the House of Delegates.

Section 841. Referendum. -- The House of Delegates may, at any time, by a majority vote of all voting Delegates in office, refer and submit to the Active Members or to the

membership of Local Bar Associations, defined questions affecting the substance or the administration of the law or affecting the policy or recommendations of the Association, which in the opinion of the House are of immediate practical consequence to the legal profession and the public throughout this Commonwealth. The result of a referendum, when duly ascertained by such a vote, shall control the action of the Association.

ARTICLE IX. Nominations, Elections and Vacancies in Office.

Section 901. Local Bar Association Delegates -- The president of each Local Bar Association who will be serving in that capacity at the convening of the Annual Meeting, or a nominee of the President, shall be a Delegate to the House of Delegates for a one year term commencing at the assumption of the office of president; the president or nominee may serve consecutive terms. The president upon assuming office shall advise the Secretary of the term of office, whether or not the president intends to serve as the Local Bar Association's Delegate and if not, the name of the president's nominee. No county shall be entitled to more than one Delegate under this section.

Section 902. Zone Delegates in the House of Delegates Generally.

(a) One-third, as nearly as may be, of the Zone Delegates to which a Zone is entitled under Section 301(3) or (4) of the Bylaws shall be elected annually by the Active Members accredited to the Zone from among their number. Each Zone Delegate shall be elected for a term of three years, commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of election and thereafter until a successor is duly elected.

(b) The Secretary, on the basis of the membership of the Association on December 1st of each year shall publish in January a schedule, confined to the Zones electing Zone Delegates that year, showing the number of Active Members accredited to each Zone, divided by counties, and showing the number of Delegates in the House to be elected from each Zone. This schedule shall be accompanied by an explanation setting forth the procedure and deadlines for the filing of nominations for Zone Delegates by Local Bar Association Presidents and by nominating petitions filed by Active Members accredited to the Zone.

(c) An annual election shall be conducted in any Zone not then normally scheduled for an election, if on the basis of its membership on December 1st of any such year, a Zone is entitled to one or more additional Delegates.

(d) The President of each Local Bar Association, if a Member of this Association, in office 90 days prior to the first day of the Annual Meeting of the House immediately preceding the commencement of the term of the Delegates to be elected, may nominate one candidate for each Zone Delegate to be elected from the Zone in which the Local Bar Association is located.

(e) Additional nominations may be made by petition signed by 25 Active Members accredited to the same Zone as the candidate on whose behalf the petition is filed.

(f) All such nominations and petitions shall be filed with the Secretary at Association Headquarters not later than two months prior to the first day of the Annual Meeting of the House and shall be accompanied by the written consent of the nominee.

(g) If an office is contested, the Secretary shall cause ballots to be prepared and mailed to Active Members accredited to the Zone where the contest exists. All ballots must be returned to the Secretary not less than one month prior to the Annual Meeting. The persons receiving the largest number of votes cast, up to the number to be elected, shall be elected Delegates in the House. Cumulative voting shall not be permitted. When two or more Delegates are to be elected each Active Member may vote for any number up to the number to be elected. Other procedures incident to the election shall be as prescribed by the Board of Governors.

Section 903. Section Delegates. -- At each Annual Meeting in odd- numbered years each Section shall elect one of their number as a Section Delegate in the House of Delegates for a term of two years commencing with the adjournment of that meeting and until a successor is elected.

Section 904. Young Lawyer Zone Delegates.

(a) The Young Lawyer Zone Delegate to which a Zone is entitled under Section 301(14) of the Bylaws shall be appointed annually in the appropriate year as provided in subsection (c) from Active Members accredited to the Zone who are members of the Young Lawyers Division. Each Young Lawyer Zone Delegate shall be appointed for a term of three years, commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of appointment and thereafter until a successor is duly appointed. Young Lawyer Zone Delegates from Zones 1, 2, 3 and 4 shall be appointed in one year: those from Zones 5, 6, 7 and 8 in the following year: those from Zones 9, 10, 11 and 12 in the third year, etc.

(b) A Member may not serve successive terms as a Young Lawyer Zone Delegate nor shall a Member be eligible for appointment as a Young Lawyer Zone Delegate who:

(1) will not be eligible for membership in the Young Lawyers' Division on the third anniversary of the commencement of his or her term as a Young Lawyer Zone Delegate: or

(2) where a Zone contains more than one county, is accredited to the same county as the retiring Young Lawyer Zone Delegate.

(c) The Zone Governor of a Zone and the Chair of the Young Lawyers' Division who are in office 90 days prior to the first day of the Annual Meeting of the House immediately preceding the commencement of the term of the Young Lawyer Zone Delegate to the appointed, acting jointly, shall appoint one eligible Active Member as Young Lawyer Zone Delegate from the Zone.

Section 906. Zone Governors.

(a) One third of the Zone Governors shall be elected annually for a term of three years commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of election and until a successor is elected. A Zone Governor shall be elected by the Active Members accredited to the Zone from among their number. A Member may not serve successive terms as a Zone Governor nor, where a Zone contains more than one county, may the immediate elected successor of a Zone Governor be accredited to the same county as the retiring elected Governor.

(b) The procedure for the nomination and election of Zone Governors shall be the same as for Zone Delegates, except that the person receiving a plurality of the votes cast shall be elected.

Section 907. Minority and Woman Governor.

(a) A Minority Governor shall be a racial minority. A Woman Governor shall be a woman.

(b) In the years 1998, 2001, 2004, 2007, 2010, 2013 and 2016 prior to the adjournment of the Annual Meeting the President shall appoint one Active Member as a Minority Governor for a term of three years commencing with the adjournment of the Annual Meeting in the year of appointment and until a successor is appointed. In the case of vacancy in the office of Minority Governor, the President shall appoint an eligible Active Member as a Minority Governor who shall serve for the unexpired term.

(c) In the years 2011, 2014, and 2017, the President shall appoint one Active Member as a second Minority Governor for a term of three years commencing with the adjournment of the Annual Meeting in the year of appointment and until a successor is appointed. In the case of vacancy in the office of second Minority Governor, the President shall appoint an eligible Active Member as a Minority Governor who shall serve for the unexpired term.

(d) In the years 1997, 2000, 2003, 2006, 2009, 2012 and 2015 prior to the adjournment of the Annual Meeting the President shall appoint one Active Member as a Woman Governor for a term of three years commencing with the adjournment of the Annual Meeting in the year of appointment and until a successor is appointed. In the case of vacancy of the office of Woman Governor, the President shall appoint an eligible Active Member as a Woman Governor who shall serve for the unexpired term.

(e) Each appointment by the President shall be approved by a majority vote of the Board of Governors. The President of the Association, prior to appointing the Woman Governor or the Minority Governor, shall invite, in writing to the Board of Governors, at least thirty days prior to the Annual Meeting, recommendations for such appointments.

(f) No Member may serve more than one term as Minority Governor. No Member may serve more than one term as Woman Governor.

(g) No Zone may have a Minority Governor and a Woman Governor serving at the same time.

(h) No Zone may have both Minority Governors serving at the same time.

(i) No Zone may have either a Minority Governor or a Woman Governor if such appointment will increase such Zone's representation on the Board of Governors to more than five at the time such appointment is made.

Section 908. Unit County Governor

(a) The unit counties shall be entitled to elect one Unit County Governor to serve on

the Board of Governors for a term of three years commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of election and until a successor is elected. The Unit County Governor shall be a Member of a Local Bar Association that has adopted the Unit Plan of Membership in the Association. No Unit County shall be eligible to have elected or appointed a Unit County Governor from its Members at the next two succeeding elections for Unit County Governor following that election at which its Member was elected the Unit County Governor

(b) Those unit counties having 1500 or more Members shall select the Unit County Governor to serve on the Board beginning at the close of the annual meeting to be held in 2004 and the Unit County Governor to be selected every six years thereafter. This Governor shall be an Active Member of the appropriate Local Bar Association appointed not less than sixty days prior to the date of the Annual Meeting of the Pennsylvania Bar Association immediately preceding the Meeting by the president of the Local Bar Association in office ninety days prior to the date of the Annual Meeting of the Pennsylvania Bar Association immediately preceding the Meeting. The president of the Unit County having the greater number of Active Members shall appoint the Unit County Governor for the term beginning in 2004. No Unit County having 1500 or more Members shall be eligible to appoint another Unit County Governor until all of such counties have had an appointment to that office.

(c) (1) Those unit counties having less than 1500 Members shall elect at least two months prior to the Annual Meeting the Unit County Governor to serve on the Board beginning at the close of the Annual Meeting to be held in 2007 and the Unit County Governor to be elected every six years thereafter. This Unit County Governor shall be elected from nominees submitted by each Zone containing at least one Unit County having less than 1500 Members, by a majority vote cast by the president of those Unit Counties with each county being entitled to cast one vote and one additional vote for every one hundred Members of its Local Bar Association, as determined by the Secretary on December 1 of the year prior to the election. The Zone nominee shall be selected by the plurality of a vote of the presidents of each Unit County having less than 1500 Members within the Zone. The Secretary of the Association shall conduct the selection of nominees process and the Unit County Governor election which process shall begin no less than six months and shall be completed no less than four months prior to the Annual Meeting and the election shall be completed no less than two months prior thereto.

(2) No Unit County having less than 1500 Members accredited to it shall be eligible to have elected or appointed a Unit County Governor from its Members if, during the past three year period, its Member served, or was elected and is due to begin to serve, as a Zone Governor. It is the intention of this limitation that a Unit County having less than 1500 Members accredited to it shall not have the Zone Governor and Unit County Governor serving at the same time.

(d) A Member may not serve more than one term as a Unit County Governor.

Section 911. The President and President-Elect -- The President shall serve a term of one-year beginning with the expiration of his or her term as President-Elect. The President-Elect shall serve a term of one-year beginning with the expiration of his or her term as Vice President.

Section 912. The Chair of the House. -- A Chair of the House of Delegates, chosen from the House of Delegates, shall be elected by the House at the Annual Meeting of the House in

odd-numbered years by a majority vote of the voting Delegates present and voting, and shall serve for the term of two years beginning with the adjournment of the Annual Meeting of the House in the year of election. A Member may not serve more than one term as Chair of the House of Delegates.

Section 913. President-Elect, Vice President, Secretary and Treasurer. -- The following officers shall be elected by the House of Delegates at each Annual Meeting of the House by a majority vote of the voting Delegates present and voting and shall serve for a term of one year, commencing with the adjournment of the Annual Meeting.

- (1) The Vice President.
- (2) The Secretary.
- (3) The Treasurer.

Section 914. Nominating Committee.

(a) The General Officers of the Association shall be nominated by a Nominating Committee consisting of the following members:

(1) the Zone Governors; the Unit County Governor; the Minority Governor; the Woman Governor; the five living immediate Past Presidents; the living immediate Past Chair of the Young Lawyers' Division;

(2) a member of the Conference of County Bar Leaders Executive Committee selected by the Executive Committee of the Conference of County Bar Leaders immediately following its annual meeting;

(3) a representative from each of three Sections of the Association selected by a plurality of the chairs (or the chairs' duly appointed representatives) of the Sections, present and voting at a meeting of the chairs held at least three months prior to the meeting of the Nominating Committee;

(4) a representative from each of two Committees of the Association selected by a plurality of the chairs (or the chairs' duly appointed representatives) of the Committees present and voting at a meeting of the chairs held at least three months prior to the meeting of the Nominating Committee;

(5) a representative selected by the Executive Council of the Commission on Women in the Profession Committee, immediately following its annual meeting; and

(6) a representative selected by the Executive Council of the Minority Bar Committee, immediately following its meeting held during the Spring Committee/Section Day Meeting.

(7) a representative selected by the Executive Committee of the Solo and Small Firm Section, immediately following its annual meeting;

(8) a representative selected by the Executive Council of the Young Lawyers Division, immediately following its annual meeting;

(9) a representative selected by the members of the Gay & Lesbian Rights Committee in odd numbered years starting in 2011; and

(10) a representative selected by the members of the Legal Services to Persons with Disabilities Committees in even numbered years starting in 2012.

The living Past President who has last retired from office shall be chair of the Committee. For this purpose the Committee shall meet not later than five months before the beginning of each

Annual Meeting and shall make and immediately announce a nomination for each of the offices of Vice President, Secretary and Treasurer to be elected at the next Annual Meeting. For elections to be held in odd-numbered years they shall nominate a Chair of the House of Delegates

(b) Not less than ten days written notice of any meeting of the Nominating Committee shall be given by the Secretary to each member of the Committee. No Zone Governor, Unit County Governor or Governor serving pursuant to Section 907 may be nominated for election as a General Officer by the Committee, or by petition, during the period for which such Governor was elected or appointed.

(c) Additional nominations for General Officers may be made by petition signed by 100 Active Members, no more than 50 of whom may be by Active Members accredited to the same Zone.

(d) All such petitions shall be filed with the Secretary at Association Headquarters not later than two months prior to the first day of the Annual Meeting and shall be accompanied by the written consent of the nominee.

Section 921. Nomination Procedures Exclusive. -- If nominations for office have been called for as provided in this article only candidates who have been nominated in accordance therewith shall be eligible for election. In the event a nomination has been made and the nominee later withdraws at any time before being elected by the House, the Nominating Committee shall meet to fill the vacancy and petitions may be filed for consideration by the House by other candidates, unless the nomination is made less than thirty (30) days prior to the date scheduled for election by the House. In such event additional nominations may be made from the floor of the House, provided resumes are provided to the Delegates before the House is called to order.

Section 931. Delegates to American Bar Association. -- Delegates from this Association to the House of Delegates of the American Bar Association shall be elected by the House of Delegates after consideration of the recommendations of the Board of Governors.

Section 941. Resignations. -- Any Delegate, Governor, Officer or agent may resign at any time by giving written notice to the Board of Governors, or to the President or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary.

Section 951. Vacancies.

(a) If a Zone Delegate without excuse approved under Rule 324(c) as to at least one meeting shall fail to register in person for two successive meetings of the House of Delegates, the Office of such Zone Delegate shall become vacant upon the expiration of the appeal period provided by Rule 324(c) following the second meeting at which he or she shall have failed to appear and register or upon later denial by the House of any timely appeal under the provision. If the office of any Zone Delegate shall become vacant as provided in the preceding sentence or otherwise, such office shall be filled for the unexpired term by an eligible Active Member (other than a person who, within the preceding year, has ceased to be a Zone Delegate by operation of this subsection) accredited to any county of the Zone, appointed by the Zone Governor (acting

jointly with the Chair of the Young Lawyers' Division, in the case of a vacancy in the office of Young Lawyer Zone Delegate) from the Zone in which the vacancy occurs.

(b) If the office of Section Delegate shall become vacant, the council of the Section shall elect a successor for the unexpired term.

(c) If a Governor fails to attend two successive regular meetings of the Board without excuse, his or her office shall become vacant upon the expiration of the appeal period provided in §403(d) following the second regular meeting at which the Governor failed to appear.

(i) If the office of Zone Governor shall become vacant, such office shall be filled for the unexpired term by an Active Member accredited to any county of the Zone, appointed by the Board of Governors.

(ii) If the office of Unit County Governor serving from a county having 1500 or more Members shall become vacant, such office shall be filled for the unexpired term by an Active Member accredited to that county, appointed by that Local Bar Association's president. A person filling the vacancy shall not be subject to Article IX, Section 908(d) regarding term limits.

(iii) If the office of Unit County Governor serving from a county having less than 1500 Members becomes vacant, such office shall be filled for the unexpired term by an Active Member accredited to the Unit County from which the Member vacating the office was an accredited Member appointed by its Zone Governor, unless no such member is available to serve, in which case such office shall be filled by an Active Member accredited to an eligible Unit County within that Zone appointed by its Zone Governor. A person filling the vacancy shall not be subject to Article IX, Section 908(d) regarding term limits.

(iv) If the office of Minority Governor or Women Governor shall become vacant, such vacancy shall be filled for the unexpired term by an appointment of the President as approved by the Board. A person filling the vacancy shall not be subject to Article IX, Section 907(f) regarding term limits.

(d) If any other office other than that of President, President-Elect or Vice President shall become vacant, the office shall be filled by the Board for the unexpired term. A person filling the vacancy shall not be subject to Article V, Section 501(c) regarding term limits.

(e) If the office of President shall become vacant, the President-Elect shall thereupon become President for the unexpired term. Such service shall not affect such person continuing as President upon the adjournment of the next Annual Meeting of the House. If the office of President becomes vacant and the President-Elect declines to assume the office of President, the Board shall fill the office of President for the unexpired term. A person filling the vacancy in the office of President shall not be subject to Article IX, Section 911 regarding term limits.

(f) If the office of President-Elect shall become vacant, the Vice President shall thereupon become President-Elect for the unexpired term. If the office of President-Elect becomes vacant and the Vice President declines to assume the office of President-Elect, the Board shall fill the office of President-Elect for the unexpired term. A person filling the vacancy in the office of President-Elect shall not be subject to Article IX, Section 911 regarding term limits.

(g) If the office of Vice President shall become vacant, the Nominating Committee shall convene at the call of the Board and nominate a successor and the House shall elect a successor at its next meeting.

(h) Vacancies in the House of Delegates of the American Bar Association shall be filled for the unexpired term by the President after considering the recommendations of the Board.

(i) In filling any vacancy herein, except as otherwise specified in these Bylaws, the Board shall convene the Nominating Committee for the purpose of recommending a candidate to fill such vacancy.

ARTICLE X. Dues and Other Financial Affairs

Chapter A. General Provisions

Section 1001. Fiscal Year. -- Beginning January 1, 2006, the fiscal year of the Association shall be the calendar year.

Section 1002. Dues.

(a) Dues shall be payable annually in advance on January 1 of each year, in such amounts and according to such classification by class of membership, subclass of membership, or otherwise as the House of Delegates shall determine after consideration of the recommendation of the Board of Governors.

(b) Notwithstanding the foregoing, during the fiscal year in which they first become lawyers, members shall pay dues not in excess of twenty percent of full dues for the applicable class or subclass of membership. For the second, third and fourth year after they first become lawyers, members shall pay dues of forty, sixty and eighty percent of full dues respectively.

(c) The graduated dues structure will be implemented beginning with the dues billing for the 1996 fiscal year. Not later than the fiscal year 2001, the Board of Governors shall conduct a study to determine how the graduated dues structure has affected the dues revenue.

(d) Members shall pay no dues if they became life members under former provisions of the Bylaws.

Section 1003. Unit Plan of Membership.

(a) Any Local Bar Association may, on application filed with the Secretary, adopt the Unit Plan of membership in the Association. With the application shall be filed a complete roster of membership of the applicant Local Bar Association showing the names, office addresses, dates of admission to the Bar, and prior status as to membership in this Association; except that there may be omitted from such roster the names of any members of the applicant Local Bar Association who neither reside nor practice in the applicant Local Bar Association's county. Upon the payment of dues as provided in this section all of the members of the applicant Local Bar Association shown on the roster shall be Members of this Association in the respective classes of membership for which they are eligible.

(b) The Treasurer shall concurrently render a statement to the treasurer of the Local Bar Association showing the precise status of dues of each Member named on the roster. No refund will be made by the Treasurer to Members who had theretofore paid current dues on an

individual basis, but the Local Bar Association will not be called upon to again pay current dues for such Members. Dues in arrears at such time must be paid by the individual and not by the Local Bar Association. Subject to approval by the Board of Governors, any member of the Local Bar Association excused from payment of dues by the bylaws of the Local Bar Association may be excused from payment of dues to this Association.

(c) After the Unit Plan has been initiated, the resignation, death or expulsion of any Member shall not in any way affect the Unit Plan, except that all subsequent changes in the membership of the Local Bar Association shall be reported to the Secretary. Dues on the Unit Plan shall be at such rate or rates of discount as may be determined from time to time by the House of Delegates after considering the recommendation of the Board of Governors. Members joining within five years after first becoming lawyers shall, until the January first following their respective fifth anniversaries of admission, pay at the rate set for such Members pursuant to the provision of Section 1002(c) of the Bylaws.

Section 1011. Section Dues. -- Section dues shall be collected by the Association and deposited to the account of the Section with the other funds of the Association. Unused Section dues shall not revert to the treasury of the Association.

Section 1021. Section and Committee Disbursements. Appropriations may be made by the Association for the separate use of any Section or Committee. Funds so appropriated shall be kept with the other funds of the Association, to be disbursed upon requisition by the chair or such other officer or officers of the Section or Committee as may be authorized to do so by the bylaws or regulations of the Section or Committee or by the chair of a Committee which has no applicable regulation. The financial responsibility of the Association to any Section or Committee shall be limited to such appropriations as are made to it and shall cease upon full payment thereof. Unexpended balances of such appropriations shall revert to the treasury of the Association at the end of the fiscal year.

Section 1031. Bonding. -- The Board of Governors may secure the fidelity of any officer, employee or agent of the Association by bond or otherwise.

Section 1032. Checks and Deposits. -- All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Governors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

Section 1033. Contracts. -- Except as otherwise provided in the Bylaws, the Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

Section 1041. Annual Report of Board of Governors.

(a) The Board of Governors shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

(1) The assets and liabilities, including any trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities including any trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund, if any, held by or for the Association.

(4) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund, if any, held by or for the Association.

(5) The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

(b) The annual report under this section shall be filed with the minutes of the meetings of the House of Delegates.

Chapter B.

Indemnification of Delegates, Directors and Officers

Section 1051. Scope of Indemnification.

(a) The Association shall indemnify an Indemnified Representative against any Liability incurred in connection with any Proceeding in which the Indemnified Representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an Indemnified Capacity, including without limitation Liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except where such indemnification is expressly prohibited by applicable law or where the conduct of the Indemnified Representative has been determined to constitute willful misconduct or recklessness within the meaning of 42 Pa. C.S. 8365(b) or any superseding provision of law, sufficient in the circumstances to bar indemnification against Liabilities arising from the conduct.

(b) If an Indemnified Representative is entitled to indemnification in respect of a portion, but not all, of any Liabilities to which such person may be subject, the Association shall indemnify such Indemnified Representative to the maximum extent for such portion of the Liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Indemnified Representative is not entitled to indemnification.

Section 1052. Proceedings Initiated by Indemnified Representatives. -- Notwithstanding

any other provision of this chapter, the Association shall not indemnify under this chapter an Indemnified Representative for any Liability incurred in a Proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the House of Delegates or Board of Governors. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an Indemnified Representative granted by or pursuant to this chapter.

Section 1053. Advancing Expenses. -- The Association shall pay the expenses (including attorney's fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 1051 of the Bylaws upon receipt of an undertaking by or on behalf of the Indemnified Representative to repay such amount if it shall ultimately be determined by a court that such person is not entitled to be indemnified by the Association pursuant to this chapter or otherwise. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 1054. Denial of Right to Indemnification. -- Indemnification under Section 1051 of the Bylaws shall be made by the Association unless a determination is reasonably and promptly made that indemnification of an Indemnified Representative is not proper in the circumstances because of grounds for denying indemnification under this chapter or under applicable law. Such determination may be made only:

- (1) by the Board of Governors by a majority vote of a quorum consisting of Governors who were not parties to the Proceeding, or
- (2) by the House of Delegates.

Section 1055. Expenses in Successful Defense. -- Notwithstanding any other provision of this chapter, to the extent that an Indemnified Representative has been successful on the merits or otherwise in defense of any Proceeding referred to in Section 1051 of the Bylaws or in defense of any claim, issue or matter therein, he or she shall be indemnified against Liabilities actually and reasonably incurred by the Indemnified Representatives in connection therewith. The Association shall also make such other indemnification as shall be required by statute.

Section 1056. Right of Claimant to Bring Suit. -- If a claim under this chapter is not paid in full by the Association within 30 days after a written claim has been received by the Association, the claimant may at any time thereafter bring an action against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under applicable law for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including the Board, independent legal counsel or the House) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Association (including its

Board of Governors, independent legal counsel or the House of Delegates) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant is not entitled to indemnification.

Section 1057. Securing of Indemnification Obligations. -- To further effect, satisfy or secure the indemnification obligations provided in this chapter or otherwise, the Association may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the House of Delegates shall deem appropriate. Absent fraud, the determination of the House with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

Section 1058. Discharge of Duty. -- An Indemnified Representative shall be deemed to have discharged his or her duty to the Association if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

(1) one or more officers or employees of the Association whom such Indemnified Representative reasonably believes to be reliable and competent with respect to the matter presented;

(2) legal counsel, public accountants or other persons as to matters that the Indemnified Representative reasonably believes are within the professional or expert competence of such person; or

(3) a committee of the Board of Governors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 1059. Contract Rights; Amendment or Repeal. -- All rights to indemnification under this chapter shall be deemed a contract between the Association and the Indemnified Representative pursuant to which the Association and each Indemnified Representative intend to be legally bound. Any repeal, amendment or modification of this chapter shall be prospective only and shall not affect any rights or obligations then existing.

Section 1060. Scope of Chapter. -- The indemnification of Indemnified Representatives, as authorized by this chapter, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of Members or the House of Delegates or disinterested Governors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification and advancement of expenses provided by or granted pursuant to this chapter shall continue as to a person who has ceased to be an Indemnified Representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 1061. Reliance on Provisions. -- Each person who shall act as an Indemnified Representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this chapter.

Section 1062. Interpretation. -- The provisions of this Chapter have been approved and ratified by the Members of the Association and are intended to constitute Bylaws authorized by 15 Pa.C.S. 7746(a) and 42 Pa.C.S. 8365.

ARTICLE XI. Publication and Other Representation of the Association

Section 1101. Publications. -- All publications of the Association and of its Sections and Committees shall be issued and distributed upon such terms and conditions as the Board of Governors shall prescribe.

Section 1111. Representation of the Association.

(a) Neither a Member of the Association, nor any Section, Committee, or member thereof shall purport to speak for or act on behalf of the Association unless authorized by the House of Delegates or by the Board of Governors. Except as otherwise provided by the House or by the Board the authority conferred upon them by this subsection shall be exercised by the President or by such other person or persons as shall be designated by the President.

(b) No report, recommendation, or other action of any Section or Committee shall be considered as the action of the Association unless and until it shall have been approved or authorized by the House or by the Board. No Section or Committee or any member of any Section or Committee shall release any report or recommendation of such Section or Committees to the public before it is distributed to the House or the Board. This subsection is not to be construed as limiting the customary news distributions of the Association through its public relations staff.

(c) Any material containing any report or recommendation circulated by any Section or Committee or by the public relations staff of the Association shall have clearly indicated thereon that the material reflects merely the personal views of the individuals proposing it and does not represent the view or action of the Association unless and until the House or the Board shall have taken approving action with respect thereto.

(d) Whenever representation of the Association requires the filing of any brief, other than a brief filed with a legislative committee, a working draft of the proposed brief shall, before it is filed, be submitted to the President.

Section 1112. Representation of Sections and Committees. -- Unless specifically authorized by the House of Delegates or Board of Governors, no Section or Committee or member thereof, as such, shall assume to represent the Section or Committee before any legislative body, court or other tribunal, nor publicly advocate, in its own name, any of its recommendations, but shall make its recommendations only within the Association.

Section 1121. Continuing Legal Education. The continuing legal education service of the Association shall be provided and carried forward by the Pennsylvania Bar Institute, a nonprofit corporation, the voting membership of which shall at all times consist exclusively of the members of the Board of Governors of the Association.

ARTICLE XII. Procedure for Amending Articles or Bylaws.

Section 1201. Proposal of Amendments. -- Amendments to the Articles of Incorporation or the Bylaws may be proposed by:

(1) the adoption by the Board of Governors of a resolution setting forth the proposed amendment; or

(2) petition of one or more Active Members setting forth the proposed amendment, which petition shall be directed to the Board and filed with the Secretary.

The Board shall direct that the proposed amendment be submitted to the House of Delegates for action at the next regular meeting of the House occurring after the notice requirements of Section 1202 of the Bylaws have been satisfied or at a special meeting.

Section 1202. Notice. -- Written notice shall, not less than 30 days before the meeting at which the action is proposed to be taken, be given to each Active Member. There shall be included in, or enclosed with, such notice a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 1203. Adoption of Amendments.

(a) The proposed amendment to the Articles of Incorporation or the Bylaws shall be adopted upon receiving the affirmative vote of two-thirds of the Delegates present in the House of Delegates.

(b) Unless otherwise provided thereby, an amendment of the Bylaws shall become effective at the adjournment of the meeting at which it is adopted.

Section 1204. Amendments Affecting Rules of the House, Etc. -- Chapter B of Article III of the Bylaws may also be amended in the manner provided by Rule 360 in lieu of the procedures specified in Sections 1201 through 1203 of the Bylaws.

Section 1205. Amendments Relating to Sections. -- Article VI of the Bylaws may also be amended in the manner provided by Rule 360 by the vote provided by Rule 333(f) in lieu of the procedures specified in Sections 1201 through 1203 of the Bylaws in order to reflect properly action of the House of Delegates under Section 601 of the Bylaws.

Section 1206. Repealed.

Section 1207. Recession and Repeal of Certain Provisions. -- The provisions of Article I, Section 101, Definitions of "Minority Governor" and "Woman Governor"; Article IV, Section 401(5) & (6); and Article IX, Section 907 and so much of Section 914(a) as refers to Minority Governor and the Woman Governor are rescinded and repealed, effective upon the completion of the terms of the person appointed as authorized by Section 907 (b), (c) and (d), respectively

SCHEDULE TO 1993 AMENDMENTS

In order to implement the 1993 Amendments to the Bylaws relating to creation of Young

Lawyer Zone Delegates, the following transitional provisions shall apply:

(1) Young Lawyer Zone Delegates from Zones 1, 2, 3 and 4 shall be appointed for terms expiring upon the adjournment of the 1994 Annual Meeting.

(2) Young Lawyer Zone Delegates from Zones 5, 6, 7 and 8 shall be appointed for terms expiring upon the adjournment of the 1995 Annual Meeting.

(3) Young Lawyer Zone Delegates from Zones 9, 10, 11 and 12 shall be appointed for terms expiring upon the adjournment of the 1996 Annual Meeting.

(4) The 12 initial Young Lawyer Zone Delegates created by this amendment

(5) shall be deemed vacancies and the offices shall be filled under the procedures of Section 951(a) of the Bylaws of the Association.

* * * *

Note: Young Lawyer Zone Delegates will be full voting members of the House by reason of Section 303 of the Bylaws of the Association.