

**BY-LAWS
OF THE
PENNSYLVANIA
ASSOCIATION
OF
BAR EXECUTIVES
(PABE)**

**Past Presidents
of the
Pennsylvania Association of Bar Executives
(PABE)**

1986 - 1987	Elizabeth C. Price
1988 - 1989	Margaret R. Halfpenny
1990 - 1991	Barbara I. Kittrell
1992 - 1993	James I. Smith, III
1994 - 1995	Patricia M. Martin
1996 - 1997	Evelyn E. Sullivan
1998 - 1999	Sandra Brydon Smith
2000 - 2001	Marianne S. Canning
2002 - 2003	Arthur J. Birdsall
2004 - 2005	Nancy R. Paul

Amended February 25, 1999

Edited May 2000

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PENNSYLVANIA ASSOCIATION
OF BAR EXECUTIVES
(PABE)

ARTICLE I

NAME

The name of this Association shall be the “Pennsylvania Association of Bar Executives.”

ARTICLE II

PURPOSES

The purposes of the Association are: to provide a forum for the mutual interchange of ideas which will facilitate the administration of organized bar activities; to provide information which will assist in the introduction of modern methods of office management and business administration in the operation of bar association offices; to secure a closer coordination of activities of bar associations; to conduct surveys among members of the Association on various aspects of bar association operations and activities; to stimulate the work and activities of bar associations in general, and to develop a cordial relationship, spirit of unity and common understanding among bar executives.

ARTICLE III

MEMBERSHIP

Section 1. **Classes of Membership and Privileges**

There shall be the following classes of members in the Association:

(a) **Regular Member.** Any member of the staff in an executive capacity of a bar association or lawyer membership organization within the Commonwealth of Pennsylvania shall be eligible to be a Regular Member of the Association.

All Regular Members of the Association shall have the right to attend all meetings of the Association, to participate in all programs and activities sponsored by the Association and to vote.

(b) **Associate Member.** The Executive Committee shall have the power to grant Associate Membership in the Association to such persons as the Executive Committee, in its discretion, may decide would benefit from or assist the Association by such participation. Such participants shall not have any voting rights and shall not be deemed to be members of the Association, but shall have only such rights and privileges as the Executive Committee shall expressly grant them.

(c) **Honorary Member.** A member of the Pennsylvania Association of Bar Executives can be made an honorary member of the Association by vote of two-thirds (2/3) of the members qualified to vote who are present at any duly held meeting of the Association.

Section 2. **Dues**

The annual dues for membership shall be due and payable on the first day of January each year and the amount thereof shall be set by the Executive Committee.

The Executive Committee shall have full power to adjust the amount of dues, except that the Executive Committee may not increase the dues in an amount to exceed twenty-five percent (25%) of the previous year's dues without the prior approval of two-thirds (2/3) of the members qualified to vote who are present at any duly held meeting of the Association, provided notice of the proposed increase has been given in a notice of the meeting.

Section 3. **Termination of Membership**

A member may resign from the Association by written notice to the President at any time. Any member whose dues are not paid within sixty (60) days of the date due, will be sent a reminder notice giving him ten (10) days to pay dues. Failure to pay dues will result in termination of membership. Upon any subsequent reapplication for membership by a person expelled from the Association for failure to pay dues, the Executive Committee may determine the requirement, if any, for payment of reinstatement fee prior to acting on the reapplication.

ARTICLE IV

MEETING OF MEMBERS

Section 1. **Annual Meetings and Regular Meetings**

The Annual Meeting shall be held in the fall of year at a place, date and time determined by the Executive Committee.

There will be at least one Regular Meeting in addition to the Annual Meeting of the Association to be held at a place and date to be fixed by the Executive Committee. These meetings need not be held in conjunction with the meeting of any other organization.

Section 2. **Special Meetings**

Special Meetings may be held on dates and places determined by the Executive Committee. No business shall be transacted at a Special Meeting other than that specified in the notice thereof.

Section 3. **Quorum**

At meetings of the Association, the presence of one-third (1/3) of the Regular Members of the Association shall constitute a quorum for the transaction of any business of the Association.

Section 4. **Organization**

At every meeting of members, the President, or in his absence, the Vice President, shall act as Chairman of the meeting. The Secretary, or in his absence, such other person designated by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 5. **Conduct**

Except as otherwise provided in these Bylaws, all meetings of members shall be conducted in conformity with *Robert's Rules of Order, Newly Revised*, as amended from time to time.

Section 6. **Notice**

Written notice of the Annual, Regular and all Special Meetings of the members shall be mailed to each member not more than sixty (60) nor less than ten (10) days prior to the date of the meeting. Such written notice shall state the place, date and hour of the meeting, and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given when it is deposited in the United States mail, postage prepaid, and directed to the member at his address as it appears on the records of the Association.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. **Powers and Duties**

The Executive Committee shall be responsible for and shall have all power necessary for the internal management of the affairs of the Association following policy set by the membership of the Association. Executive Committee members shall serve in the capacity of directors as that term is used in *Robert's Rules of Order, Newly Revised*.

Section 2. **Number**

The Executive Committee shall be four (4) in number.

Section 3. **Term of Office**

The persons holding the following positions shall serve as Executive Committee members by virtue of and for so long as they hold such positions: President, Vice President, Secretary and Treasurer.

ARTICLE VI

OFFICERS

Section 1. **Elected Officers**

The Elected Officers of the Association shall be a President, Vice President, a Secretary and a Treasurer. They shall be elected by the members at the Annual Meeting as provided hereinafter.

Section 2. **Qualifications and Terms of Office**

The Elected Officers must be regular members of the Association. The term of the elected officers shall be two (2) years commencing January 1 next following their election to office and until their successors are elected and qualified

Section 3. **Resignation**

Any officer may resign with or without a stated reason at any time by giving written notice thereof to the Executive Committee or the President. Such resignation shall take effect at the time specified therein, or, if no time be specified, then on delivery.

A vacancy in any office, other than the office of the President, shall be filled by vote of the Executive Committee to fill the unexpired term.

In the event the office of the President becomes vacant, the Vice President will fill the unexpired term of the President. The Executive Committee will then fill the vacancy in the office of Vice President.

Section 4. **Removal and Suspension**

Any Elected Officer may be removed only by vote of the members of the Association entitled to vote, but the authority of any Elected Officer to act as such may be suspended by the Executive Committee for cause. Prior to the removal or suspension of any officer hereunder, such officer shall be afforded a reasonable opportunity to be heard.

Section 5. **President**

The President shall act as the Chief Executive Officer of the Association, and it shall be his duty to supervise the management of the affairs of the Association subject only to the discretion of the Executive Committee following policy set by the membership of the Association.

The President shall also perform such other duties as may be assigned by the Executive Committee. The President shall be a member of any committees except the Nominating Committee, and shall be entitled to notice of and to vote at Committee Meetings, but his absence shall not be counted for the purpose of determining a quorum at Committee Meetings. The President shall announce the appointment of Standing and Special Committees no later than one (1) month after he assumes the duties of President.

Section 6. **Vice President**

The Vice President shall preside at all meetings of the Association or the Executive Committee in the absence of the President. The Vice President shall perform such other duties as may be assigned by the President or by the Executive Committee.

Section 7. **Secretary**

It shall be the duty of the Secretary to act as secretary of all meetings of the Executive Committee, and to cause the minutes of all such meetings to be kept; to see that all notices required to be given by the Association are duly given and served, and to perform such other duties as usually pertain to such office or as may be assigned by the Executive Committee.

Section 8. **Treasurer**

The Treasurer of the Association shall be the Chief Financial and Accounting Officer of the Association and shall perform or cause to be performed such duties as the Executive Committee may assign and shall perform such other duties as usually pertain to such office, including membership file with regard to numbers and collected dues.

ARTICLE VII

NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominating Committee

There shall be a Nominating Committee consisting of the Immediate Past President of the Association, who shall serve as chairman, and at least two (2) Regular Members appointed by the President.

By September 1 of each election year, the Nominating Committee shall prepare and mail a report containing the names of one (1) or more candidates for the offices of President, Vice President, Secretary and Treasurer. This report shall be mailed to each Regular Member of the Association.

Additional nominations for any position may be made by submitting to the Chairman of the Nominating Committee, no later than September 30 of the election year, a written petition signed by at least two (2) Regular Members of the Association.

Section 2. Uncontested Elections

Unopposed candidates shall be elected by motion at the Annual Meeting.

Section 3. Contested Elections

In the event of contested elections, the Chairman shall send a written ballot(s) to each member of the Association. Such ballots shall contain the names of the candidates for each position, listed in alphabetical order. All voting will be done no later than one (1) week prior to the meeting. These ballots will not be opened by the Chairman prior to the day of the annual meeting, results to be confidential till the announcement is made. In the event of a tie, the contest will be decided by the majority of members present at the meeting.

ARTICLE VIII

COMMITTEES

Section 1. **Committees of the Association**

The Executive Committee, upon the recommendation of the President, may from time to time create committees of the Association. The members of these committees shall be appointed by the President. The members of the committees of the Association need not be Executive Committee members or Regular Members of the Association. Committees of the Association shall only have such power and duties as are specifically delegated to them by the Executive Committee.

Section 2. **Meetings**

Meetings of all committees shall be held at such time and place as shall be fixed by the President, the Chairman of the Committee, or by vote of the committee. Notice of Committee Meetings shall be given orally or by mail, and shall state the purposes, time and place of the meeting.

Section 3. **Quorum and Manner of Acting**

Unless otherwise provided by resolution of the Executive Committee or these Bylaws, each committee shall establish rules specifying what shall constitute a quorum for the transaction of business. Action by any committee shall be authorized by a majority of the votes cast at any meeting at which a quorum is present. Any action taken by a committee shall mean action to be taken at a meeting of the committee.

Section 4. **Tenure of Members of Committees**

Every member of every committee and the Association shall serve at the pleasure of the President.

ARTICLE IX

FINANCES

Section 1. **Fiscal Year and Budget**

The Fiscal year of the Association shall commence on January 1st in each year and shall end on December 31st of each year unless otherwise authorized by the Executive Committee. The Executive Committee shall not adopt a budget exceeding annual income plus accumulated income, except as authorized by the membership.

The Executive Committee shall present at the Annual Meeting an Annual Report verified by the President and Treasurer. The Annual Report shall be filed with the records of the Association, and either a copy or an abstract thereof entered in the minutes of the Annual Meeting.

ARTICLE X

MISCELLANEOUS

Section 1. **Gender and Number**

All nouns, pronouns and any variation thereof shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 2. **Readings**

Article and Section titles and captions contained in these Bylaws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent of any provision hereof.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the members present at any Annual or Special Meeting, provided that the ten day written notice of call of the meeting shall set forth the text of any proposed amendment. Unless otherwise provided, an amendment of the Bylaws shall become effective at the adjournment of the Annual Meeting or other meeting at which the amendment is adopted.

ARTICLE XII

EFFECTIVE DATE

The effective date of these Bylaws shall be October 1, 1985.
Amended May 15, 1987. Amended May 2, 1996. Amended February 25, 1999.

This printing edited May 2000 - MC