

*\*Unanimously approved by the PBA Board of Governors on May 4, 2011*

**PENNSYLVANIA BAR ASSOCIATION  
DIVERSITY TEAM  
OPERATING PROCEDURES  
(Effective May 5, 2011)**

**ARTICLE I**

**NAME**

**Section 1. NAME.** The name of the Team shall be known as the "Pennsylvania Bar Association Diversity Team."

**ARTICLE II**

**MISSION STATEMENT**

**Section 1. MISSION STATEMENT.** To promote diversity in the Pennsylvania Bar Association through its activities, including the elections of its officers, Board of Governors and House of Delegates; composition of committees, sections and task forces; participation in meetings, seminars, publications and other educational activities it sponsors. The Diversity Team shall establish resources and forums for enhanced communication and promotion of diversity initiatives among Association groups. The Diversity Team is committed to work collaboratively with Association leadership, staff, Association sections and committees and all other Association related groups and entities including but not limited to the Pennsylvania Bar Foundation, the Pennsylvania Bar Insurance Fund and Trust Fund, PABAR-PAC and the Pennsylvania Bar Institute to promote and enhance diversity.

The Diversity Team shall actively work to promote diversity consistent with the policies of the Association, which does not discriminate on the basis of race, color, religion, national origin, gender, sexual orientation, age, disability, or any other legally protected characteristic.

**ARTICLE III**

**MEMBERS**

**Section 1. NUMBER OF MEMBERS.** The PBA Diversity Team, by the year 2012, shall consist of 16 Diversity Ambassadors comprised of a member from each of the following: the Civil & Equal Rights Committee, Gay & Lesbian Rights Committee, Legal Services to Persons with Disabilities Committee, Minority Bar Committee, Commission on Women in the Profession, Conference of County Bar Leaders, Solo and Small Firm Practice Section, Young Lawyers Division, and Leadership Training and Recruitment Committee; the At-Large Governors and one additional member to be named by each PBA President-Elect to begin with their term as President.

**Section 2. AT-LARGE GOVERNORS.** All of the At-Large Governors will serve on the Diversity Team for a term to coincide with their term on the Board of Governors. The Chair and Vice Chair will be appointed each association year by the PBA President and shall be selected from the At-Large Governors. The initial terms will be:

- (a) Woman At-Large Governor term expiring 2012
- (b) Minority At-Large Governor term expiring 2013
- (c) Minority At-Large Governor term expiring 2014
- (d) Unit County Governor At-Large Governor term expiring 2013

**Section 3. COMMITTEE, SECTION, DIVISION, COMMISSION MEMBERS.** The other Diversity Ambassadors shall be appointed by each of the Committees/Sections/Divisions/Commissions named above. Each group shall select a representative, who must still meet the respective groups eligibility requirements at the end of the term, to serve a three-year (3) term and it is intended that these members serve in staggered terms. The initial terms will be:

- (a) One (1) Year Term: Civil & Equal Rights Committee, Legal Services to Persons with Disabilities Committee, Conference of County Bar Leaders
- (b) Two (2) Year Term: Minority Bar Committee, Solo and Small Firm Practice Section, Commission on Women in the Profession
- (c) Three (3) Year Term: Young Lawyers Division, Gay & Lesbian Rights Committee, Leadership Training and Recruitment Committee

During the transitional period, those members whose initial term is one (1) year or two (2) years will be eligible to serve another three (3) year term in the same position immediately following the completion of their initial term.

**Section 4. PRESIDENTIAL APPOINTMENTS.** Each PBA President-Elect to begin with their term as President shall appoint one Diversity Ambassador for a term of three (3) years.

**Section 5. EX-OFFICIO MEMBERS.** The PBA President, President-Elect, Vice President, Immediate Past President, Chair of the House of Delegates and Executive Director shall be ex-officio non-voting members of the Diversity Team.

**Section 6. TERMS.** Except during the transitional period, no member of the Diversity Team shall serve more than one (1) three-year term in the same capacity as originally appointed. After being off of the Diversity Team for one year, Diversity Ambassadors may return to the Diversity Team for one additional three-year term in a different appointed capacity.

**Section 7. VACANCIES.** Vacancies for the Committees/Sections/Divisions/Commissions as set forth herein shall revert back to the respective Committee/Section/Division/Commission for appointment. Vacancies for the Presidential appointments shall be filled by the current President. Any appointment made under this section shall be to complete the remainder of the unexpired term.

A person appointed to fill a vacancy with less than two years remaining in the term of the vacated position shall be eligible to be reappointed in the same capacity for one (1) full term upon completion of the vacated term. A person appointed to fill a vacancy with more than two (2) years remaining in the term of the vacated position shall not be eligible for reappointment for another term in the same capacity, but after sitting out one year can be reappointed in another capacity.

**Section 8. REMOVAL OF MEMBERS.** Any Diversity Ambassador may be removed by the President, with the approval of the PBA Board of Governors, after consultation with the Diversity Team and the appointing entity, if it is determined that the Diversity Ambassador has consistently failed to attend meetings or otherwise participate in the affairs of the Diversity Team. At least five (5) business days prior electronic notice of such intent to remove the Diversity Ambassador shall be given to the Ambassador and to the appointing Committee/Section/Division/Commission. Appointment to fill the vacated term shall be by the original appointing entity.

## **ARTICLE IV MEETINGS**

**Section 1. NOTICE.** The Chair shall cause reasonable prior written or electronic notice to be given of each meeting to each Diversity Ambassador. Absent unusual circumstances, at least (10) calendar days prior written or electronic notice of every meeting shall be given to each Diversity Ambassador.

**Section 2. MEETINGS.** The Diversity Team will hold four (4) quarterly in person meetings; however, conference call participation will be permitted if there is no other way for a Diversity Ambassador to participate in the meeting. The Diversity Team will also meet via conference calls as necessary.

**Section 3. VOTING RIGHTS.** Each Diversity Ambassador shall be entitled to one (1) vote on every matter submitted to a vote of the Diversity Team. Voting by proxy shall not be permitted, pursuant to the PBA Bylaws. The Diversity Team may take action by written or electronic ballot on matters requiring action between its meetings.

## **ARTICLE V QUORUM**

**Section 1. QUORUM.** A simple majority of the voting members of the Diversity Team shall constitute a quorum. If a quorum is not present at any meeting of the Diversity Team, the majority of the Diversity Ambassadors present may adjourn the meeting without further notice.

**ARTICLE VI**  
**SUBCOMMITTEES**

**Section 1. SUBCOMMITTEES.** The Diversity Team shall have such subcommittees to perform such duties and functions, in furtherance of the work of the Diversity Team, as the Chair may designate from time to time. Each Subcommittee shall consist of three or more Diversity Ambassadors and shall, to the extent provided in the resolution establishing said Subcommittee, manage specific affairs of the Diversity Team. The Chair shall appoint all subcommittee members from among the Diversity Ambassadors. Vacancies in the membership of a Subcommittee shall be filled by the Chair at a regular or special meeting of the Diversity Team.

**ARTICLE VII**  
**REPORTING**

**Section 1. REPORTING.** Formal reports of the Diversity Team shall be made to the Board of Governors and House of Delegates by the Chair, but shall first be submitted to and approved by the Diversity Team.

**ARTICLE VIII**  
**AMENDMENTS**

**Section 1. AMENDMENTS.** These Operating Procedures may be altered, amended or repealed by a majority vote of the Diversity Team at a general meeting of its membership. After the amendments to the Operating Procedures have been adopted by the membership of the Diversity Team, the amendments must be submitted to the Board of Governors of the PBA for its approval.

**ARTICLE IX**  
**RELATIONSHIP WITH THE ASSOCIATION**

**Section 1. RELATIONSHIP WITH THE ASSOCIATION.** Unless otherwise provided herein, the Diversity Team shall operate as a Committee of the Association as defined in the Association's Bylaws. Only Active Members of the Association shall have the right to serve on the Diversity Team and shall have the right to vote on matters before the Diversity Team.