

PENNSYLVANIA BAR ASSOCIATION
COMMISSION ON WOMEN IN THE PROFESSION

OPERATING PROCEDURES

ARTICLE I

MISSION STATEMENT

The mission of the Pennsylvania Bar Association (“PBA”) Commission on Women in the Profession is to assure full and equal participation of women in the PBA, the legal profession and the justice system. In order to achieve the mission, the Commission is to:

1. Identify opportunities that enable women lawyers to participate fully in the work, responsibilities and rewards of the profession. Included in this objective are issues relating to the advancement of women within law firms, job opportunities for women, gender discrimination in the profession and ways and means by which women can utilize the PBA as a continuing organization to help solve and resolve problems unique to women in the profession.
2. Monitor the current status of women in the legal profession, identify their career paths and goals, and promote their advancement and achievement.
3. Develop educational programs to address discrimination against women lawyers and the unique barriers they encounter in pursuing their professional careers.
4. Make recommendations to the PBA’s Board of Governors and House of Delegates for action on issues the Commission identifies as important and worthy of the Association’s concern.
5. Make recommendations to the Courts, legislature and other groups within the justice system on issues the Commission identifies, with the approval of the PBA’s Board of Governors and House of Delegates.

ARTICLE II

MEMBERS

Section 1. The members of this Commission shall be appointed by the President-Elect of the PBA for a term coincident with his or her term as President and/or upon the advice and counsel of the Chair or Co-Chairs of the Commission. The Commission Chair or Co-Chairs are authorized to make recommendations respecting such appointments.

Section 2. Subject to annual appointment of a Commission member by the President-Elect of the PBA for his or her term as President, the term of office for each member shall be renewed annually, unless the member terminates membership.

Section 3. Any member to be appointed to the Commission must be an attorney in good standing and licensed to practice in the Commonwealth of Pennsylvania and a member of the PBA.

Section 4. Meetings of the members of the Commission shall be held at such time, place and manner as the Executive Council, as defined in Article III hereof, may determine, during which meeting members shall transact such business as may properly be brought before the body. Members may participate in said meeting by means of a conference telephone or other communications equipment by which all persons participating in the meeting can hear each other. There shall be at least three (3) meetings of the Commission each year, one in the fall, one in the winter and one at the Annual Meeting in the spring.

Section 5. Written notice of any meeting of the members, specifying the place or manner, date, hour, and the general nature of the business of the meeting, shall be delivered to each member by U.S. Mail, electronic mail or facsimile transmission.

Section 6. The Secretary shall make and keep a current complete list of the members of the Commission, their addresses, and their term of membership.

Section 7. The business and affairs of the Commission shall be delegated to and vested in its Executive Council unless otherwise reserved to its members. The Executive Council shall hold regular meetings and is hereby empowered to act on behalf of the full membership of the Commission as hereinafter set forth. Any action taken by the Executive Council in accordance with its delegated authority shall be valid and as though it was authorized by the full membership of this Commission.

ARTICLE III

EXECUTIVE COUNCIL

Section 1. The Executive Council shall be appointed by the Chair of the Commission and shall consist of no more than forty-two (42) members. All members of the Executive Council are to be members of the Commission.

The Executive Council shall consist of: The Chair or Co-Chairs of the Commission, the Vice-Chair or Co-Vice Chairs of the Commission, the Secretary, the Treasurer, the Chairs of the Standing Committees, the Chairs of the Ad Hoc Committees, if any, three (3) members-at-large, the Woman Governor, and the Assistant Secretary and Assistant Treasurer, if applicable.

The Commission Chair or Co-Chair shall appoint the Chair or Co-Chairs of any Standing and/or Ad Hoc Committee. All Committee Chairs and Co-Chairs may participate on the Executive Council with authority to vote. The Executive Council may invite any member of the Commission to participate in any of its meetings in a non-voting manner. The term of office for any Chair or Co-Chair of a Standing or Ad Hoc committee is two (2) consecutive years although

said term may be extended for one (1) year.

The Commission Chair or Co-Chairs shall appoint the three (3) members-at-large with due regard to having representation on the Executive Council from as many Zones of the PBA as practicable, taking into account the Zones represented by the current membership of the Executive Council, as well as from a wide cross-section of the legal community. The term of office for any member-at-large is one (1) year, although said term may be renewed provided that the above-stated standards for appointment are met.

Pursuant to PBA Bylaws Section 907(e), the PBA President, prior to appointing the Woman Governor, shall invite, in writing to the Commission, at least thirty days prior to the Annual Meeting after which the appointment will become effective, recommendation for such appointment. Therefore, at least sixty days prior to the Annual Meeting after which such appointment will become effective the Secretary or Assistant Secretary shall cause to be sent to all members notice of the availability to make such recommendation and the manner and deadline by which members shall express their interest in being recommended. Upon expiration of the deadline, the Chair (or Co-Chairs) and Vice-Chair (or Vice-Chairs) shall jointly review the expressions of interest and, upon invitation of the incoming PBA President, forward the names of up to three Commission members whose appointment as Woman Governor is recommended.

Section 2. Vacancies on the Executive Council shall be filled by the Chair or Co-Chairs of the Commission.

Section 3. The business of the Commission shall be managed by its Executive Council. The Executive Council may exercise all such powers of the Commission and do all such lawful acts and things as are not by these Operating Procedures directed or required to be exercised and done by the members. Any action taken by the Executive Council in accordance with its delegated authority shall be valid and as though it has been authorized by the full membership of this Commission; provided that such action is to be taken by a majority of those members of the Executive Council who are present at the meeting.

Section 4. The Executive Council of the Commission shall hold monthly meetings at such time and place as may be deemed necessary. In the event that a Chair or the Co-Chairs of a committee are unable to attend a meeting of the Executive Council, said Chair or Co-Chairs are authorized to designate a member from his or her Committee to attend such meeting on behalf of said committee chair, provided that said Chair or Co-Chairs give timely notice of said appointment to the person chairing the Executive Council meeting.

Section 5. Special meetings of the Executive Council may be called by the Chair or Co-Chairs on notice to each of its members, either personally, by mail, by electronic mail, by telephone or by telecopy.

Section 6. At all meetings of the Executive Council, at least one-third of the Executive Council members in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Executive Council members present at a meeting at which a quorum is present shall be the acts of the Executive Council. If a quorum shall not be present at any meeting of Executive Council members, the members present at the

meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. One or more members of the Executive Council may participate in a Council meeting by means of a conference telephone or any other electronic means, in which equipment permits all persons participating in the meeting to hear one another.

Section 7. If a majority of the Executive Council members shall severally or collectively consent in writing to any action to be taken by the Commission, such action shall be as valid as though it had been authorized at a meeting of the Executive Council.

Section 8. The entire Executive Council or any individual member may be removed from office without assigning any cause by the Chair or Co-Chairs of the Commission.

ARTICLE IV

COMMITTEES

Section 1. The Executive Council shall appoint certain Standing Committees by resolution adopted by a majority of the Executive Council.

Each committee shall consist of two or more members of the Commission who request membership in such committee or who are recommended by a committee Chair or Co-chair and shall, to the extent provided in the resolution establishing said Committee, manage specific affairs of the Commission.

Section 2. The Executive Council may, from time to time and in its discretion appoint other Committees, including Ad Hoc Committees, as the business of the Commission may require, by resolution adopted by a majority of the Executive Council.

Section 3. Each Committee shall keep records of its proceedings and shall report in writing at least annually to the Executive Council. Each subcommittee of any Committee shall keep records of its proceedings and shall regularly report in writing to its oversight Committee.

Section 4. (a) The Executive Council shall establish the following standing Committees: Annual Conference; Awards; Book Group; Communications; Diversity Equity and Inclusion; Governance; Legislative; Membership; Mentoring; Nominations; Promotion of Women; Public Service; Quality of Life; Report Card; Retreat; and Spring Conference.

(b) Standing Committees proposing changes to their descriptions shall have the changes approved by the Executive Council.

ARTICLE V

OFFICERS

Section 1. (a) The officers of the Commission shall be a Chair or Co-Chairs, a Vice Chair or Co-Vice Chairs, a Secretary and a Treasurer, and may include an Assistant Secretary and an Assistant Treasurer.

(b) The term of office of each officer shall be one year, provided that nothing shall preclude an individual from holding the same office for two consecutive years. If the Nominating Committee proposes that an individual hold the same office for a third consecutive year, that recommendation shall be effective upon approval by two-thirds of the Executive Council. Nothing shall preclude an individual from holding a different office in consecutive years. No member of the Commission shall be eligible to hold office during the first year of his or her term on the Commission unless such member shall have been appointed to such office by the President-Elect of the PBA.

Section 2. The Chair or Co-Chairs, and Vice Chair or Co Vice-Chairs, of the Commission shall be appointed by the President-Elect of the PBA for a term coincident with his or her term as President, upon the timely advice and counsel of the out-going Chair or Co-Chairs of the Commission and its Executive Council.

Section 3. Subject to annual appointment of the Commission members by the President-Elect of the PBA in each designated year, the officers of the Commission shall hold office until their successors are chosen and qualify. Any officer, except the Vice Chair or Co-Vice Chairs, may be removed at any time by the Chair or Co-Chairs.

Section 4. Any officer or Executive Council member may resign at any time by giving written notice to the Executive Council or to the Commission's Chair or Co-Chairs or Secretary. Except as provided in Section 5 below, any such resignation shall take effect at the date of 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 5. The Executive Council, by a two-thirds vote of all members, may remove any Officer or Executive Council member for fraudulent or dishonest acts, gross abuse of authority or discretion with reference to the PBA or the Commission, any act or omission that would bring disrepute to the PBA or the Commission whether or not occurring within the scope of the officer's or Executive Council member's duties to the PBA or the Commission, or any other proper cause. Prior to the vote, the Executive Council shall have provided reasonable notice to the Officer or Executive Council member specifying the intention to conduct the vote, the date upon which the vote is to be held and the grounds alleged for proposed removal. At the hearing the officer or Executive Council member, personally and/or by counsel, will be afforded the full opportunity to be heard. The Decision of the Executive Council shall be final.

Section 6. Any resignation or removal will be considered a resignation or removal from the position or office held at the time the resignation or removal is effective, as well as all benefits, privileges and obligations associated with the office or position.

THE CHAIR

Section 4. The Chair or, if there shall be more than one, the Co-Chairs, shall preside

at all meetings of the members of the Commission and of the Executive Council. The Chair or Co-Chairs shall have general and active management of the Commission and shall see that all orders and resolutions of the Executive Council are carried into effect.

The Chair or Co-Chairs are authorized to appoint the Chair or Co-Chair of each Committee and the three (3) members-at-large on the Executive Council. Said appointments are to be made as soon as possible after the Chair or Co-Chairs are appointed and take office (or after the Ad Hoc Committee is approved by the Executive Council); provided, however, that if the Chair and/or Co-Chairs fail to make such appointments within 30 days of the later of appointment or taking office, the Executive Council is authorized to do the same.

THE VICE CHAIR

Section 5. The Vice Chair or, if there shall be more than one, the Co-Vice Chairs shall, in the absence or disability of the Chair(s), perform the duties and exercise the powers of the Chair(s), and shall perform such other duties and have such other powers as the Executive Council may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARY

Section 6. The Secretary and Assistant Secretary, if applicable, shall be selected by the Nominating Committee in accordance with its practices and procedures. The Secretary (and Assistant Secretary) shall attend all meetings of the Executive Council and all meetings of the members and cause to be recorded all such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the members and meetings of the Executive Council and the Secretary and Assistant Secretary shall perform such other duties as may be prescribed by the Executive Council or its Chair or Co-chairs, under whose supervision he or she or they shall be.

THE TREASURER AND ASSISTANT TREASURER

Section 7. The Treasurer and Assistant Treasurer, if applicable, shall be selected by the Nominating Committee in accordance with its practices and procedures. The Treasurer (or Assistant Treasurer) shall keep full and accurate accounts of all moneys and other valuable effects in the name and to the credit of the Commission. In addition, the Treasurer (or Assistant Treasurer) shall be responsible for preparation of the budget of the Commission and presentation of same to the Commission for approval. All duties proscribed to the Treasurer and Assistant Treasurer are to be performed to the extent practicable with due consideration of the role of the PBA in such matters.

ARTICLE VI

AMENDMENTS

Section 1. These Operating Procedures may be altered, amended or repealed by a majority vote of the Commission at a general meeting of its membership (“Amended Procedure”). After the Amended Procedure has been adopted by the membership of the Commission, the Amended Procedure shall be submitted to the Board of Governors of the PBA for its approval.

Proposals for such Amended Procedure, including proposals suggested by Commission members, shall be first submitted to the Governance Committee. The Governance Committee shall review the proposal in a timely fashion and, if the majority vote of the committee is to make a recommendation to the Executive Council, then the Governance Committee shall do so in a timely fashion. The Executive Committee shall review the recommendation of the Governance Committee, if possible, at the next regular or special meeting duly convened after notice to the members of the Executive council of that purpose. Following such review, the Executive Council shall vote on the Proposal and, if the vote is a majority vote to make a recommendation to the Commission, then the Executive Council shall do so, if possible, at the next general meeting of the membership of the Commission.

APPENDIX A

The Standing Committees

Annual Conference Committee:

The Annual Conference Committee shall plan an Annual Conference and shall propose programs for said conference consistent with and in furtherance of the Commission’s mission. All program proposals shall be submitted for prior approval by the Executive Council. Upon approval, the committee shall manage all affairs related to the Conference, including but not limited to, fundraising activities. All proposed fundraising plans shall be submitted for prior approval by the Executive Council.

Awards Committee:

The Awards Committee shall, consistent with and in furtherance of the Commission’s mission, solicit, consider and recommend nominees for awards within the profession and general communities. All such recommendations are to be submitted to the Executive Council for its consideration and approval. Specifically, the Awards Committee shall, according to criteria established by the Commission, solicit nominees for the Anne X. Alpern Award, the Lynette Norton Award, and the WIP Special Achievement Award and shall recommend an award recipient for each Award to the Executive Council for its consideration and approval.

In addition, the Committee shall, according to the criteria established by the Commission, solicit nominees of two awardees for the H. Robert Fiebach Promotion of Women in the

Law Award. The first will be designated for a law firm (including solo practitioners) meeting the criteria, and the second will be designated to another entity (i.e. a non-profit organization, corporate law department or government agency) meeting the criteria. Both nominations shall be brought before the Executive Council for its consideration and approval.

Book Group Committee:

The goal of the Book Group Committee is to encourage small, independent group discussions with fellow WIP members at the local level, as well as during special segments of the Fall Retreat and Annual Conference. The group shall periodically review and choose one book to recommend to the WIP membership for reading and discussion at various events and localities throughout the year.

Communications Committee:

The Communications Committee shall plan, implement and oversee the public relations activities of the Commission, including but not limited to, placing articles and information about the Commission and its activities in the media and in publications of the PBA. The Communications Committee shall implement said activities only with the prior approval of the Executive Council. The Executive Council, in consultation with the Commission, may in its discretion appoint the following subcommittees: Newsletter; Networking Directory; List Serv; and Web Site.

Diversity Equity and Inclusion Committee:

The Diversity Equity and Inclusion Committee works to create a culture within the WIP and the PBA that effectively values diversity and fosters inclusion. The Diversity Equity and Inclusion Committee aims to promote the full and equal participation of women of all backgrounds in the WIP, the PBA, the legal profession and the justice system in general. In order to achieve this mission, the Diversity Equity and Inclusion Committee will engage in proactive outreach to encourage women of all backgrounds to join the WIP, encourage (recruit, retain and engage) women of all backgrounds to participate fully in the WIP and the PBA, and assist women of all backgrounds to develop as leaders within the WIP, the PBA, the legal profession and the justice system.

Governance Committee:

The Governance Committee shall consider matters, and make recommendations to the Executive Council, related to the governance, including the policies, operating procedures and other procedures, of the Commission, the Executive Council, the Committees, subcommittees, and ad hoc Committees. The Governance Committee shall be responsible for ensuring accurate records of said policies and procedures in a form readily usable by the Executive Council and other interested persons.

Legislative Committee:

The Committee will be a forum where members can discuss federal, state, or local policy issues of interest. This committee may work in consultation with the PBA Legislative staff. Actions may include a recommendation to the WIP Executive Committee to pursue a PBA House of Delegates recommendation or to the WIP membership to pursue personal action. This committee shall be responsible for drafting any necessary

recommendations and supporting reports to the PBA House of Delegates.

Membership Committee:

The Membership Committee shall be responsible for making recommendations for appointments to the Commission. In making such recommendation, the Membership Committee shall identify persons who have demonstrated their commitment to the mission of the Commission and shall give appropriate consideration to the goal of diversity within the membership of the Commission and the PBA. The Committee shall make its recommendations to the Executive Council.

Mentoring Committee:

The Mentoring Committee shall establish and oversee the Mentoring Program of the Commission on Women in the Profession. The Mentoring Program shall be committed to providing support and guidance to women lawyers through a voluntary network of women in the profession. The Mentoring Program shall focus on the individual needs of lawyers, establishing for them a meaningful partnership with another practitioner. The Mentoring Program shall strive to: 1) facilitate the integration of women lawyers into the profession; 2) encourage lawyers to achieve their full potential as members of the legal profession, whatever their area of practice, 3) assist women lawyers in attaining their goals within the profession, such as assuming positions of leadership within the legal community, and 4) offer the opportunity to provide support and encouragement to new lawyers and future leaders of the WIP and the profession.

Nominations Committee:

The Nominations Committee shall make recommendations for the appointment of the Chair or Co-Chairs of the Commission, the Vice-Chair or Co-Vice Chairs of the Commission, the Secretary, the Treasurer, and the Assistant Secretary and Assistant Treasurer, if applicable. These recommendations are to be submitted to the Executive Council for approval. The process by which the Nominations Committee makes such recommendations shall include a timely call for nominations and a process of active recruitment.

Promotion of Women Committee:

The Promotion of Women Committee shall, consistent with and in furtherance of the mission of the Commission, engage in activities related to the overall promotion of women in the legal profession through the implementation of programs in various areas, including, but not limited to, Professional and Personal Leadership Development, and Business Development; Women in Leadership; participation in the PBA and Local Bar Associations; and Elected and Appointed Judicial and Political Positions. The Promotion of Women Committee may work with other WIP committees to further the implementation of these programs. The Promotion of Women Committee shall implement any activity only with the prior approval of the Executive Council.

Public Service Committee:

This Committee promotes and provides service opportunities for WIP members and identifies and provides support for programs that enhance the health, well-being and power of women in our membership, our communities and our world. Task force

activities have included participation in the Susan G. Koman Race for the Cure, food drives to benefit food banks and clothing drives for the Dress for Success organization.

Quality of Life Committee:

The Quality of Life Committee shall provide support and resources with the goal of improving the overall quality of life through mindfulness, wellness, equity, workplace options, and flexibility within the profession. The Executive Council, in consultation with the Committee, may, in its discretion, appoint subcommittees as needed to further the Committee's goals.

Report Card Committee:

The Report Card Committee shall monitor issues related to the careers, advancement and status of women lawyers within the PBA and the Commonwealth, including but not limited to judicial, legislative and political office and other organizations' appointments. The Report Card Committee shall report at least twice a year to the Executive Council concerning its work. The Committee shall compile statistics including but not limited to the number of women in PBA leadership, the PBA membership, and the judiciary on an annual basis. Those statistics and results shall be published in a Report Card which shall be available and accessible on the WIP webpage.

Retreat Committee:

The Retreat Committee shall plan an annual Retreat and shall propose programs for said Retreat consistent with and in furtherance of the Commission's mission. All program proposals shall be submitted for prior approval by the Executive Council. Upon approval, the Committee shall manage all affairs related to the Retreat, including but not limited to, fundraising activities, if any. All proposed fundraising plans shall be submitted for prior approval by the Executive Council.

Spring Conference Committee (formerly the Midyear Meeting Committee):

The Spring Conference Committee shall organize and schedule the Spring Conference held every spring in Philadelphia, Pittsburgh, and Mechanicsburg and any other location(s) as may be feasible. The Committee shall propose themes for said Conference consistent with and in furtherance of the Commission's mission. All Conference proposals shall be submitted for prior approval by the Executive Council. Upon approval, the Committee shall manage all affairs related to the Conference.