

BYLAWS

OF THE

PENNSYLVANIA

BAR

FOUNDATION

Amended and Approved March 5, 2019



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ARTICLE I – PURPOSE

1.1 Name of Organization. The name of the organization is the Pennsylvania Bar Foundation (the “Foundation”).

1.2 Purpose Statement. The purposes of the Foundation are as set forth in its Articles of Incorporation, and include, without limitation: (i) to operate for charitable, scientific, literary or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any future federal tax code; (ii) to foster programs of law related education for students and adults; (iii) to encourage and promote legal assistance and access to justice to and for the poor and disadvantaged groups; (iv) to support and promote programs and projects having as their purpose the improvement of the administration of justice and the dissemination of information to the general public so as to promote a better understanding of the judicial system; (v) to award grants for scholarships for persons and purposes related to the improvement of the legal profession; and (vi) to take any other actions which, from time to time, shall seem expedient to the Board of Directors of the Foundation and which shall further said purposes.

1.3 Vision Statement. Improve the public’s appreciation of democracy, its understanding of the law and ensuring that citizens, particularly Pennsylvania’s most vulnerable, have full access to justice.

ARTICLE II – MEMBERSHIP

2.1 Members. A member of the Foundation is defined as:

- (a) Any person (as defined in Section 2.1(b) below), who contributes at least \$250 to the Foundation at least thirty (30) days prior to the Foundation’s annual meeting shall be a member of the Foundation for that year. A person, not already a Life Member (as defined in Section 2.1(b) below), who contributes at least \$250 to the Foundation less than thirty (30) days prior to the Foundation’s annual meeting shall be a member of the Foundation for the succeeding calendar year.
- (b) Any person who qualifies as a member of the Young Lawyer’s Division of the Pennsylvania Bar Association may become a member of the Foundation, for the time period set forth above, by contributing one-half of the amount otherwise required from a non-Young Lawyer to be a member.

2.2 Classification of Members. Members of the Foundation shall be divided into Voting Members and Non-voting Members defined as follows:

- (a) A Voting Member is:
 - i. A member who is also a member of the Pennsylvania Bar Association.
 - ii. During the period of active contribution, a designated

representative of a member law firm who will represent the law firm to the Foundation.

- (b) A Non-voting Member is a member who is not a member of the Pennsylvania Bar Association.
- (c) Each Voting Member shall have one vote at meetings of the members. Non-voting Members shall not have any vote on any matter to be voted on by members, but shall have the right to otherwise attend and participate in all member meetings.
- (d) Voting privileges will be honored by those contributors who fulfill their pledge annually.

2.3 Membership Levels of Recognition. The Foundation shall, unless requested by a member not to do so, recognize those members who have achieved the following levels of giving to the Foundation by making their contributions known at Foundation meetings, Pennsylvania Bar Association meetings and through the Foundation's publications, where appropriate. Model contributions schedules are outlined, though advanced payment fulfillment is appreciated.

The Board of Directors shall have the right, as it deems necessary or appropriate to create additional levels of recognition by action properly vetted by the Bylaws Committee and approved at a duly called Board meeting and reflected in the minutes of said meeting. Such changes will be incorporated within these Bylaws and posted no later than 30 days after the action.

(a) *Fellow Contributor*. Any member who has not met the requirements for a higher level of recognition but who contributes at least \$250 in the current year.

(b) *Life Fellow Contributor*. Any member who has contributed at least \$1,000 within a four-year period by making annual contributions of at least \$250 and is current in making the required annual payments.

(c) *Young Lawyer Life Fellow Contributor*. Any member who qualifies as a member of the Young Lawyers Division of the Pennsylvania Bar Association and who has contributed at least \$500 within a four-year period by making annual contributions of at least \$125 and is current in making the required annual payments.

(d) *Associate Life Fellow Contributor*. Any senior bar member over the age of 40 who contributes at least \$500 by making one lump sum or a two year period and is current in making the required annual payments.

(e) *Commonwealth Club Contributor*. Any member who has contributed at least \$5,000 within a ten-year period by making annual contributions

of at least \$500 or who has pledged to do so and is current in making the required annual payments.

(f) *Advocates Club Member.* Any member who has contributed at least \$7,500 within a ten year period by making annual contributions of at least \$750 or who has pledged to do so and is current in making the required annual payments.

(g) *Keystone Society Contributor.* Any member who has contributed at least \$10,000 within a ten-year period by making annual contributions of at least \$1,000 or who has pledged to do so and is current in making the required annual payments.

(h) *Keystone Society Law Firm Member.* A firm that contributed \$10,000 within a five-year period, by making annual contributions of at least \$2,000, or who has pledged to do so and is current in making the required annual payments.

(i) *Commonwealth Club Law Firm Member.* A firm that contributes \$5,000 within a five year period, by making annual contributions of at least \$1,000, or who has pledged to do so and is current in making the required annual payments.

(j) *Liberty Club Law Firm Member.* A firm with four or fewer attorneys, that contributes \$1,000 to the Pennsylvania Bar Foundation over five consecutive years in annual increments of \$200, or who has pledged to do so and is current in making the required annual payments.

(k) *1895 Society Member.* A member of the Pennsylvania Bar Association who has made the affirmative decision to name the Pennsylvania Bar Foundation as a beneficiary in an estate planning document such as a will, insurance policy or annuity. No minimum gift is required. 1895 Society Members must complete a Legacy Intention Form, which can be obtained at the Foundation headquarters.

(l) *Charter Fellow.* Any member who contributed \$1,000 to the Foundation prior to its incorporation.

ARTICLE III – MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of members shall be held in conjunction with the Annual Meeting of the Pennsylvania Bar Association unless a majority of the members of the Board of Directors determines otherwise. The date and hour of the Foundation’s annual meeting shall be fixed by the President.

3.2 Special Meetings. Special meetings of the members may be called at any time by the President and shall be called upon the request of (i) five (5) directors, or (ii) twenty (20%) percent of the Voting Members. A request for a special meeting initiated by

directors or Voting Members shall be in writing, shall be forwarded to the President and shall state the general nature of the business to be transacted at the special meeting. Special meetings requested by directors or Voting Members shall be scheduled and held within thirty (30) days after the President receives the request for the meeting.

3.3 Notices of Meetings.

(a) *Time.*

(1) *Annual Meeting.* Notice shall be given to all members at least thirty (30) days prior to the day of the meeting.

(2) *Special Meetings.* Notice shall be given to all members at least fifteen (15) days prior to the day of the meeting.

(b) *Contents of Notice.* Notice shall specify the place, date and hour of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by law or these Bylaws.

(c) *Method of Notice.* Notice of meetings shall be given to members by the Secretary or the Secretary's designee by one of the following methods:

(1) first class or bulk-rate mail to the member's postal address appearing on the books of the Foundation;

(2) by publication in the Pennsylvania Bar Association's Bar News or PBA E-News; or

(3) by facsimile transmission, e-mail or other electronic communication to the member's facsimile number or address for e-mail or other electronic communications supplied by a member to the Foundation for purposes of providing notice to the member.

3.4 Quorum.

(a) The majority of Voting Members (51%) present shall constitute a quorum for the transaction of business at all meetings of members. At all meetings except the Annual Meeting, when all other reasonable attempts to join a meeting in person have been exhausted, participation via conference telephone or similar communications equipment, and by which all persons participating in the meeting can hear each other, shall constitute presence in person.

(b) The Board of Directors may take action by email ballot on matters requiring action between its meetings provided that the majority (51%) of members participate in the vote.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Voting Directors; Number and Eligibility. The business of the Foundation shall be managed by a Board of Directors (the “Board”) consisting of twenty-two (22) voting members of the Foundation to be selected as provided for in these Bylaws. Unless otherwise provided all members of the Board shall be lawyers. The board shall be comprised of the following:

- (a) Twelve (12) directors.
- (b) Two (2) directors appointed by the President-elect of the Pennsylvania Bar Association to serve during the President-elect’s Presidency who need not be lawyers.
- (c) The President of the Pennsylvania Bar Association.
- (d) The Immediate Past Chair of the Young Lawyer’s Division of the Pennsylvania Bar Association.
- (e) The President, Vice President, Treasurer and Secretary of the Foundation.
- (f) The immediate past president of the Foundation
- (g) One director appointed by the Foundation President who need not be a lawyer.

4.2 Non-voting Directors. All living past presidents of the Foundation, other than the immediate past president, shall be non-voting members of the Board unless they hold a voting position described in Section 4.1.

4.3 Terms of Directors. The term of office for any Director under Section 4.1(a), (b) and (g) shall begin with the date of the Director's election and shall expire at the third annual meeting of members of the Foundation following the Director's election. No Director holding a position under Section 4.1(a), (b) and (g) may serve more than two consecutive full three-year terms as a Director, which shall not include any part of a term to which they were appointed to fill a vacancy. All other Directors (those other than Section 4.1(a), (b) and (g) directors) shall hold office for one year.

4.4 Terms of Existing Directors. Any director holding office as of the effective date of these bylaws shall be permitted to serve for the remainder of his or her existing term.

4.5 Vacancies. A vacancy of a Director serving under 4.1(a) shall be filled by the President. Each person so elected shall serve for the balance of the unexpired term of the person they have replaced. A person filling a vacancy shall qualify as a same category director (as set forth in Section 4.1) as the person whose seat they are filling.

4.6 Nomination; Election. All candidates for directors shall be presented to the

Board by the Nominating Committee. The Nominating Committee shall be appointed by the President, with the approval the Directors, and shall be composed of five members, including its Chairman, who shall be the Immediate Past President of the Foundation. At least three of its committee members shall be past or incumbent Directors of the Foundation. The remaining two shall be Charter or Life Fellows of the Foundation. Unless membership on the Board is automatic by the definition of the Board in Section 4.1, all nominations for positions on the Board shall be submitted to the Nominating Committee. The Nominating Committee shall report the nominations of all who are eligible to be elected at the annual meeting of members at which time the voting members shall elect directors.

4.7 Removal. A Director may be removed for cause at any time by the concurrence of two-third of all voting Directors of the Foundation; provided, before the Director is removed against the Director's consent, the Director shall be given an opportunity to be heard by the Board, if the Director so desires.

4.8 Meetings. The Board shall meet at regular specified intervals as the President shall determine but not less than twice annually.

4.9 Annual Meeting. The annual meeting of the Board shall be held in conjunction with the Annual Meeting of the Pennsylvania Bar Association, unless a majority of the members of the Board determines otherwise, for the purpose of electing officers and for the transaction of other business.

4.10 Special Meetings. Special Meetings of the Board may be called at any time by the President or, if the office of the President be vacant, by the Vice President, or by written request of five (5) Directors.

4.11 Notice of Meetings. Notice of all Board meetings shall be made in accordance with Section 3.3(c) of these bylaws. Notices for all meetings except the annual meeting shall be provided at least three (3) business days in advance of the meeting. The Board may waive notice of a meeting in writing before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

4.12 Quorum. Except as otherwise provided by law, the majority (51%) of voting Directors, present in person, shall constitute a quorum for the transaction of business at all meeting of Directors.

4.13 Committees.

(a) *Establishment and Powers.* The Board may, by resolution establish one or more committees to consist of one or more members of the Foundation appointed by the President the majority of which shall be Directors of the Foundation.

(b) *Term.* Committee members shall serve until the conclusion of the annual meeting of the Board following their appointment.

4.14 Executive Committee.

(a) Shall consist of the officers of the Foundation: President, Vice President, Secretary, Treasurer and Immediate Past President.

(b) The Executive Committee shall meet at the request of the President. The Executive Committee shall be vested with the powers of the Board during the intervals when the Board is not in session, subject to such limitations as exist by law. A majority of the members of the Executive committee shall constitute a quorum.

(c) Notice of meetings of the Executive Committee shall be given to each member of the Committee personally or by mail, telephone, facsimile, or any type of electronic transmission at least three (3) days prior to the day named for such meeting. The Executive Committee may waive notice of a meeting in writing before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

4.15 Standing Committees.

(a) *Audit.* Recommends the retention and or termination of the independent auditor. Reviews the terms of the auditor's engagement at least every five years. Oversees the performance of the independent audit. Confers with auditor to ensure that the affairs of the organization are in order. Recommends the approval of the annual audit report to the full board. Periodically reviews and assesses internal controls. Recommends the pre-approval of any non-audit services provided by independent auditors, including tax services, before services are rendered. Develops and oversees policies and procedures for encouraging whistleblowers to report questionable accounting or auditing matters of the organization. Assures conflict of interest policy is in place and review conflicts annually.

(b) *Development.* Develops and implements a comprehensive fundraising strategy to ensure the Foundation's financial stability, including Planned Giving.

(c) *Events.* Builds on the success of the NightOUT event and other the fundraising activities. Expands the Foundation's presence at PBA events including presidential and YLD caravans, the annual and midyear meetings, zone caucuses, individual meetings of the larger PBA sections, committee/section days and Conference of County Bar Leaders.

(d) *Finance.* Prepares the annual budget in conjunction with Treasurer/PBA Controller and Executive Director. Receives and reviews quarterly and annual financial statements. Monitors Foundation spending. Continually reviews and makes recommendations for implementation of best practices in non-profit financial management.

(e) *Goffman Award.* Conducts the annual nomination process. Continues the positive trend of increasing the awards' profile and prestige. Pursues enhancement of the Goffman endowment through partnerships within and beyond the legal profession.

(f) *Governance & Bylaws.* Proposes changes in the bylaws and reviews comments on changes suggested by other entities within the Pennsylvania Bar Foundation. Also proposes enhancements to governance including the development of new policies and procedures as required.

(g) *Grants.* Reviews grant applications. Makes recommendations to Foundation Board as to the grant support. Receives and reviews grantee semiannual and annual reports for compliance. Periodically reviews and makes recommendations for the improvement of Foundation grant policies and procedures.

(h) *Investment.* Monitors and reviews Foundation investments. Makes recommendations regarding Foundation investment policy, procedures and investment instruments in consultation with Foundation staff and investment advisors.

(i) *Marketing.* Implements a comprehensive strategy to promote the Foundation's mission and fundraising initiatives.

(j) *Scholarships.* Administers Pennsylvania Bar Foundation scholarship programs and named scholarship programs. Periodically reviews programs. Seeks additional funding support within and beyond legal community.

4.16 Executive Director. The Executive Director of the Pennsylvania Bar Association shall administer the facilities, operations and staff of the Foundation subject to the direction of the Board of Directors and the President. Any administrative function of an officer of the Foundation may be delegated to and performed by or under the direction of the Executive Director subject to the approval of the Executive Committee.

ARTICLE V – OFFICERS

5.1 Offices. The Foundation shall have a President, Vice-President, Secretary and Treasurer who shall be elected by the Board. The Board may also elect additional assistant officers. All officers must be lawyers and must be members of the Foundation.

5.2 Election. The officers shall be elected by the Board at their annual meeting. All nominations for officers of the Foundation shall be submitted to the Nominating Committee. The Nominating Committee shall report the nomination of all candidates at the annual meeting of the Board.

5.3 Term. The officers shall each serve a one-year term beginning at the conclusion of the annual meeting at which the officer was elected. The president and vice-president are limited to three (3) successive one-year terms. The term of an assistant officer shall be set at the time that the assistant officer is appointed.

5.4 Powers and Duties of the President. The President shall be the senior officer of the Foundation. Unless otherwise determined by the Board, the President shall be responsible for the general supervision over and direction of the affairs of the Foundation. The President shall preside at all meetings of the Members at which the President shall be

present and shall preside at all meetings of the Board at which the President shall be present. The President shall also do and perform such other duties as from time to time may be assigned to the President by the Board.

5.5 Powers and Duties of the Secretary. Unless otherwise determined by the Board, the Secretary shall be responsible for the keeping of the minutes of all meetings of the Board and the Members, in books or electronic storage device provided for that purpose, and for the giving and serving of all notices for the Foundation. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board. The minute books of the Foundation may be held by a person other than the Secretary.

5.6 Powers and Duties of the Treasurer. The Treasurer shall supervise the safekeeping of all funds and investments of the Foundation. The Treasurer shall present an annual report on the financial condition of the Foundation. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to such officer from time to time by the Board. The Treasurer shall give such bond, if any, for the faithful performance of the duties of such office as shall be required by the Board. The cost of such a bond, if required, shall be paid by the Foundation.

5.7 Powers and Duties of Vice-President and certain other officers or assistant officers. Unless otherwise determined by the Board, each Vice President and each assistant officer shall have the powers and perform the duties of such officer's respective superior officer, except to the extent such powers and duties are limited by the President, such superior officer or the Board. The President shall be the superior officer of the Vice Presidents. The Treasurer and Secretary shall be the superior officers of the Assistant Treasurers and Assistant Secretaries, respectively.

5.8 Vacancies. The Vice-President, or if there are more than one, then a vice-president as determined by the Board, shall, in the case of the death, resignation, absence or disability of the President, perform the duties of the President. The Board shall have the power to fill any vacancies in any other office occurring for any reason.

ARTICLE VI – INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

6.1 Indemnification in Third Party Proceedings. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another foundation for-profit or nonprofit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to,

the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6.2 Indemnification in Derivative Actions. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation. No indemnification shall be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

6.3 Mandatory Indemnification. To the extent that a representative of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 or 6.2, that representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

6.4 Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Sections 6.1 or 6.2 shall be made by the Foundation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those sections. The determination shall be made:

(1) by the Board by vote of Directors who were not parties to the action, suit or proceeding; or

(2) by independent legal counsel in a written opinion, if a quorum is not obtainable.

6.5 Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Sections 6.1 and 6.2 may be paid by the Foundation in advance of the final disposition of the action, if authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Foundation.

6.6 Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Foundation or is or was serving at the request of the Foundation as a representative of another foundation for-

profit or nonprofit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her, in any capacity or arising out of that person's status, whether or not the Foundation would otherwise have the power under this Article to indemnify him or her against that liability.

6.7 Reliance on Provisions. Each person who shall act as an authorized representative of the Foundation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII – FISCAL YEAR

7.1 Fiscal Year. The fiscal year of the Foundation shall end on December 31 of each calendar year.

ARTICLE VIII – AMENDMENTS

8.1 Amendment by Board of Directors.

(a) The Board, by a 51% majority affirmative vote shall have the power to amend and repeal these Bylaws

(b) Notice of the meeting at which bylaw amendments will be considered shall include a copy of the proposed amendments and shall be provided to the Board at least ten (10) days in advance of the meeting.

ARTICLE IX – INTERPRETATION OF BYLAWS; SEVERABILITY

9.1 Interpretation. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 *et seq.* If the Bylaws are silent on any particular matter, then the applicable provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, shall prevail.

9.2 Severability. The provisions of these Bylaws are independent of and separable from each other, and no provision shall be affected or rendered invalid or unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.