

PENNSYLVANIA BAR ASSOCIATION

MINORITY BAR COMMITTEE

OPERATING PROCEDURES

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ARTICLE I

MISSION STATEMENT

The mission of the Minority Bar Committee (the “Committee”) of the Pennsylvania Bar Association (the “PBA”) is to assure full and equal participation of minorities in the PBA, the legal profession, and the justice system in general. In order to achieve this mission, the Minority Bar Committee will:

1. Identify and promote opportunities that allow minorities within the legal profession to participate fully in the work, responsibilities, and rewards of the PBA and the legal profession in general. Included in this objective are matters relating to the advancement of minorities within law firms, government and other professional and business entities, job opportunities for minorities, elimination of racial discrimination in the legal profession and within the broader community, and effective avenues for minority lawyers and judges to avail themselves of opportunities within the PBA to address issues of special interest to minority lawyers.

2. Review the current status of minorities in the legal profession and the justice system in general, identify their career paths and goals, and actively promote their advancement and achievement.

3. Develop educational programs in the way of seminars and surveys, among other measures, to address discrimination against minorities within the legal profession, and the justice system in general.

4. Make recommendations to the PBA Board of Governors and House of Delegates for action on issues affecting minorities within the legal profession and the justice system in general.

5. Make recommendations to the judicial, legislative, and executive branches of government, and other groups within the justice system on issues affecting racial minorities and their communities in accordance with the PBA Bylaws.

ARTICLE II

MEMBERS

Section 1. The members of this Committee shall be appointed by the President-Elect of the PBA for a term coincident with the President's term and/or upon the advice and counsel of the Chair or Co-Chairs of the Committee. The Committee Chair or Co-Chairs are authorized to make timely recommendations to the President-Elect with respect to such appointments.

Section 2. Pursuant to Section 702 of the PBA Bylaws, there may be appointed to the Minority Bar Committee:

(1) A Member (as defined in the PBA Bylaws), including an Active Member (as defined in the PBA Bylaws), who is an attorney licensed to practice in this Commonwealth and who is a member of the PBA, with voice and vote on the Committee;

(2) Law students who are members of the Pennsylvania Bar Association.

Section 3. Meetings of the members of the Committee shall be held at such time and place 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 meeting. Members may participate in said meeting by means of a conference telephone or similar communications equipment by which all persons participating in the

meeting can hear each other. At all meetings of the members, at least nine (9) members shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the members present at a meeting where a quorum is present shall be the acts of the Committee. There shall be at least five (5) meetings of the Committee each year, one of which may take place at the PBA Annual Meeting in the Spring.

Section 4. Written notice of any meeting of the members, specifying the place, 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 5. Between meetings of the members, the business and affairs of the Committee shall be delegated to and vested in its Executive Council. The Executive Council shall hold regular meetings and is hereby empowered to act on behalf of the full membership of the Committee as hereinafter set forth. 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 membership of this Committee.

ARTICLE III

EXECUTIVE COUNCIL

Section 1. The Executive Council shall be appointed by the Chair of the Committee. All members of the Executive Council shall be members of the Committee.

The Executive Council shall consist of the Chair or Co-Chairs of the Committee, the Vice Chair or Co-Vice Chairs of the Committee, the Secretary and the Chairs of the Standing Subcommittees.

The Committee Chair or Co-Chair shall appoint the Chair or Co-Chairs of any Standing and/or Ad Hoc Subcommittee. If any Standing and/or Ad Hoc Subcommittee is chaired by more than one Chair, then one of the Co-Chairs is to be designated by the said

Co-Chairs as the person participating on the Executive Council with authority to vote; provided, however, that the said Co-Chairs may participate on the Executive Council pursuant to any rotation plan the Co-Chairs shall decide; and, further, that the Executive Council may invite the non-voting Co-Chair(s) to participate in any of its meetings in a non-voting capacity.

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

Section 3. Between meetings of the members, the business of the Committee shall be managed by its Executive Council. The Executive Council may exercise all such powers of the Committee 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 Committee, 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 Committee shall hold meetings at such time and place as may be deemed necessary. In the event that a Chair of a Subcommittee is unable to attend a meeting of the Executive Council, said Chair is authorized to designate a member from that Subcommittee to attend such meeting on behalf of said Committee Chair, provided that said Chair gives 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 facsimile.

Section 6. At all meetings of the Executive Council at least one-third (1/3) 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 similar communications equipment, 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 Committee, such action shall be as valid as though it had been authorized at a meeting of the Executive Council.

ARTICLE IV

SUBCOMMITTEES

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

Each Subcommittee shall consist of two or more members of the Committee and shall, to the extent provided in the resolution establishing said Subcommittee, manage specific affairs of the Committee. The Executive Council shall appoint the membership of the various Subcommittees and shall consider the individual requests of each

Committee member as well as the recommendations of each Subcommittee respecting proposed members of the Subcommittees.

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

Section 3. Each Subcommittee shall regularly report to the Executive Council. Each Subcommittee may keep records of its proceedings and shall regularly report to its oversight committee.

Section 4. The Executive Council shall establish the following standing Subcommittees: Minority Attorney Conference Subcommittee; Diversity Summit Subcommittee; Minority Law Day; Community Outreach Subcommittee; Legislative Subcommittee; Membership Development Subcommittee; Governance Subcommittee; Government Attorneys Subcommittee, and Nominations Subcommittee. The duties of each Subcommittee are as follows:

Minority Attorney Conference Subcommittee:

The Minority Attorney Conference Subcommittee shall plan a Conference every other year (odd numbered year) and shall propose programs for said conference consistent with and in furtherance of the Committee's mission. Program proposals shall be reported to the Committee. The Subcommittee shall manage all affairs related to the Conference, including but not limited to, fundraising activities.

Diversity Summit Subcommittee:

The Diversity Summit Subcommittee shall plan a Summit every other year (even numbered year) and shall propose programs for said Summit suitable for presentation at sites throughout the Commonwealth consistent with and in furtherance of the Committee's mission which is to provide a forum for organizations across the state to share information about their efforts to implement diversity initiatives; to foster dialogue and mutual

support among these organizations in furtherance of their common goal and to document the progress of diversity efforts statewide on an annual basis. All program proposals shall be reported to the Committee. The Subcommittee shall manage all affairs related to the Diversity Summit, including but not limited to fundraising activities.

Community Outreach Subcommittee:

The Community Outreach Subcommittee seeks to establish working relationships with community organizations, minority bar associations and with other legal and business associations throughout the Commonwealth that are dedicated to the advancement of social, economic and educational justice for minority communities. The Subcommittee shall inform the Minority Bar Committee of various community activities, encourage membership participation in such activities, and seek to create in the community an image of the Committee as an organization that cares about community development and is truly committed to justice for all. The Subcommittee will administer and coordinate updating the Committee's Speakers Bureau listing. All program proposals shall be reported to the Committee. The Subcommittee shall manage all affairs related to Community Outreach.

Minority Law Day Subcommittee:

The Minority Law Day Subcommittee shall plan an Annual Law Day celebration and shall propose programs for said Law Day suitable for presentation at sites throughout the Commonwealth consistent with and in furtherance of the Committee's mission. All program proposals shall be reported to the Committee. The Subcommittee shall manage all affairs related to the Law Day.

Legislative Subcommittee:

The Legislative Subcommittee shall provide regular updates to the Committee of federal, state, and local bills and laws affecting minorities, Pennsylvania minority communities, and the practice of law. This work is done in consultation with the PBA's legislative lobbyists and other knowledgeable PBA staff. The Subcommittee will also research the appropriate bills or other proposals which need to be attached or become the subject of resolutions reviewed and adopted by the Committee. Legislative reports shall be provided at each Committee meeting. The Subcommittee will assist members in drafting resolutions which address pending legislation.

Membership Development Subcommittee:

The Membership Development Subcommittee shall propose for approval such policies and programs as will promote the active participation of all new members to the Committee and which will increase the number of new members joining the Committee. The Subcommittee will administer the Committee's mentoring program. In addition, the Membership Development Subcommittee shall from time to time evaluate the effectiveness and efficiency of its programs and recommend policy changes as needed to enhance the value of participation by all Committee members and increase the opportunity for more active involvement by all members in the organization.

Governance Subcommittee:

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

Government Attorneys Subcommittee:

The Government Attorneys Subcommittee shall work with the various government agencies in Pennsylvania, including the Governor's Office of General Counsel, the Office of Attorney General, Federal agencies, and local governments, to encourage the recruiting, hiring, and retention of minority attorneys within government. In addition, the Subcommittee shall work with government agencies to address issues which may hinder the hiring or retention of minority attorneys, and make recommendations to the Executive Council and work with the other subcommittees in the Committee and the PBA in general for the advancement of minorities within government.

Newsletter Subcommittee

The Newsletter Subcommittee shall establish an Editorial Board for the Minority Bar Committee's electronic newsletter publication, *Houston's Legacy*, with the goal of promoting PBA minority attorneys, issues of concern to the minority community, and PBA activities. The Subcommittee will identify and recognize the outstanding accomplishments of active Committee members who have made significant contributions to the Committee, the PBA or the broader community through a Rising Star feature in the newsletter. The Chair of the Newsletter Subcommittee shall serve as the Chair of the Editorial Board for the Newsletter Subcommittee. The Chair of the Editorial Board shall serve as the main point of contact for publication deadlines and final editing of the newsletter. The Newsletter Subcommittee Editorial Board shall consist of no less than five members, including the Subcommittee Chair. Each member of the Editorial Board shall be responsible for at least one of the standing columns in the Newsletter, which include the following: 1) Come One, Come All (a report on the activities of the Minority Bar Committee); 2) Jumping Silos (a report on Minority Bar Committee members who are involved with other PBA committees and sections); 3) First But Not the Last (any minority in the legal profession who achieves a position, function or role not previously held by a minority); 4) #BlackLivesMatter & #SavHerName (an update on the criminal and civil legal responses to deaths of minorities by law enforcement and vigilantes). Additional columns and articles may be identified as the need arises.

Nominations Subcommittee:

The Nominations Subcommittee shall identify members for leadership positions in the MBC, PBA, PBI and ABA. The Subcommittee also explores obstacles to leadership positions and what the MBC can do to mitigate those problems. The Subcommittee shall work with the Membership Development Subcommittee to identify Committee members for nominations for PBA awards.

ARTICLE V

OFFICERS

Section 1. (a) The officers of the Committee shall be a Chair or Co-Chairs, a Vice Chair or Co-Vice Chairs, and a Secretary.

(b) The maximum term of office of The chair or co-chairs shall be two years. No member of the Committee shall be eligible to hold an officer position

during the first year of his or her term on the Committee except for the position of secretary.

Section 2. The Chair or Co-Chairs, and Vice Chair or Co-Vice Chairs, of the Committee 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 Committee, the Executive Council and the Nominations Subcommittee.

Section 3. Subject to annual appointment of the Committee members by the President Elect of the PBA in each designated year, the officers of the Committee shall hold office until their successors are chosen and qualify.

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 Committee and of the Executive Council. The Chair or Co-Chairs shall have general and active management of the Committee, 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 Committee's Secretary, the Chair or Co-Chair of each Subcommittee, with due regard given to the recommendations of the Nominations Subcommittee and the Executive Council. Said appointments are to be made as soon as possible after the Chair or Co-Chairs are appointed and take office.

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

Section 6. The Secretary shall attend all meetings of the Executive Council and all meetings of the members and shall ensure that all the proceedings of the meetings of the Committee and of the Executive Council are properly recorded, and shall perform like duties for the Executive Council when required. The Secretary shall perform such other duties as may be prescribed by the Executive Council or Chair, under whose supervision the Secretary shall be.

ARTICLE VI

AMENDMENTS

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