

PENNSYLVANIA BAR ASSOCIATION
BY-LAWS

SOLO & SMALL FIRM SECTION

ARTICLE I

Name and Purpose

Section 1. This Section shall be known as the Solo & Small Firm Section of the Pennsylvania Bar Association.

Section 2. The purposes of this Section are:

(a) To enhance the skill of solo practitioners and attorneys practicing in small firms by providing a forum for the exchange of ideas and information essential to improvement of the lawyers' quality of legal services.

(b) To assist the lawyer in utilizing the best techniques, methods and procedures for carrying on the practice of law and providing legal services so that lawyers engaged in solo and small firm practice will improve their ability to deliver the most efficient and highest quality of legal services to their clients.

(c) To provide a medium through which solo and small firm practitioners may cooperate with, encourage and assist each other in the resolution of problems common to them and to the legal profession, all to their mutual benefit and that of the Pennsylvania Bar Association and the legal profession at large.

(d) To represent solo and small firm practitioners.

ARTICLE II

Membership

Section 1. Any member of the Pennsylvania Bar Association shall be eligible for membership in this Section and shall be enrolled as a member of the Section upon payment of such dues as shall be established under this Article.

Section 2. Annual Section dues shall be established by the Section Council and approved by the Board of Governors of the Pennsylvania Bar Association.

Section 3. Section dues shall be paid in advance each year on a calendar year basis. Any member whose annual dues are past due and unpaid shall cease to be a member of the Section at the earliest time this is determined by the Pennsylvania Bar Association.

ARTICLE III

Officers; Council; Section Delegate

Section 1. The Officers of the Section shall be a Chair, a Chair-Elect, a Vice-Chair, an Immediate Past Chair, a Secretary, and a Treasurer. A person must have served on Council for at least one full bar year (meaning that period of time beginning after the conclusion of a Pennsylvania Bar Association's Annual Meeting and ending at the conclusion of the succeeding Annual Meeting of the Pennsylvania Bar Association)(hereinafter "Bar Year") prior to being elected or appointed to serve as an Officer, except for the Immediate Past Chair who automatically succeeds to that position after having served as Chair and his/her successor as Chair having been elected. The Chair must be a solo practitioner or a member of a small firm (defined as a firm having no more than 25 attorneys).

Section 2. There shall be a Council which shall consist of the, the Officers of the Section specified in Section 1 and not fewer than twelve nor more than twenty elected members. It shall be a goal to select at least one member from each of the following five regional areas of the state:

Philadelphia (Zone 1), East (Zone 9), Central (Zones 2, 3, 4 and 5), West (Zones 6, 7, 8, 10 and 11), and Allegheny (Zone 12). A person must be a member of the Section for at least two (2) Bar Years prior to being elected or appointed to a position on Council. No more than 30 percent of Council may consist of members who are not solo practitioners or members of small firms (defined as a firm with no more than 25 attorneys).

All past Section Chairs shall be ex-officio members of the Council, and shall be entitled to notice of, and shall have the right to attend, all meetings of the Council and to participate in any discussion at Council meetings, but shall not have the right to vote (unless elected or appointed to Council in a separate voting capacity).

Section 3. (a) The Officers and members of the Council shall be nominated and elected in the manner hereafter provided no later than at each Annual Meeting of the Section.

(b) All Officers shall hold office for a one year term beginning at the close of the Annual Meeting at which they have been elected and ending at the close of the Annual Meeting one year thereafter or when their successors have been elected and qualified (except for the Immediate Past Chair who (i) automatically succeeds to that position after having served as Chair and his/her successor as Chair having been elected and (ii) shall serve as Immediate Past Chair until his/her successor succeeds to the position).

(c) If the Chair-Elect notifies the Nominating Committee that he or she does not wish to assume the position of Chair at the close of the Annual Meeting, and the Chair is willing to serve another term, the Chair and Chair-Elect may continue to serve in their current positions for another Bar Year upon the affirmative vote of a majority of Section members present and voting.

(d) Pursuant to PBA Bylaws Section 903, the Section Delegate to the House of Delegates shall be elected by the Section in odd-numbered years for a term of two years commencing with the adjournment of the PBA House of Delegates' meeting at which PBA

officers take office and serving until a successor is elected.

(e) The Section Representative (s) to the PBA Nominating Committee under PBA Bylaws Sections 914(a)(7) and, if applicable, 914(a)(3), shall hold office for a one-year term beginning at the conclusion of the Annual Meeting at which he, she or they are elected and ending at the close of the Annual Meeting one year thereafter.

(f) Council members shall hold office for three-year terms beginning at the close of the Annual Meeting at which they have been elected and ending at the close of the Annual Meeting three years thereafter. If a Council member-at large is elected or appointed to an officer position, such person's term as Council member-at-large is immediately terminated, effective as of the date of election or appointment. Council members may serve no more than the equivalent of two (2) full consecutive terms (6 consecutive years); after having been absent from the Council for at least one full Bar Year, the former member may return as a Council member if elected or appointed to that position.

Section 4. Any Council member who ceases to be a member of the Section shall immediately cease to be a member of Council.

Section 5. Any Council member who has failed to attend two successive meetings of Council without providing an excuse to the Chair in advance of the meeting or within 30 days thereafter shall be notified by the Chair that he or she shall be automatically removed from Council 30 days following the conclusion of the second consecutive missed meeting.

Section 6. If a Council member wishes to resign from his or her position prior to the end of his or her elected or appointed term, then she or he shall notify the Chair of this in writing including the reason for and effective date of the resignation. The Chair shall announce this at the next Council meeting so the resignation shall be noted in the Minutes; however, the resignation shall be effective immediately upon the notice of resignation being received by the Chair.

ARTICLE IV

Nomination and Election of Officers and Council

Section 1. At least ninety days before each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of at least five members of the Section, to be chaired by the Immediate Past Chair. The Nominating Committee shall make and report nominations to the Section membership for Officers (except the Chair of the Section), and for members of Council to succeed those whose terms will expire at the close of the Annual Meeting and to fill vacancies existing for unexpired terms. The report shall be in writing and shall be submitted to the Chair of the Section at least forty-five days prior to the Annual Meeting. The nomination process shall be explained via newsletter or other means, to Section members at least thirty days prior to submission of the Nominating Committee's report to the chair. Nominations other than by the Nominating Committee shall be in writing, by petition to the Chair of the Nominating Committee, signed by fifteen members of the Section and received by the Chair of the Nominating Committee at least fifteen days prior to the Annual Meeting of the Section.

Section 2. All elections shall be at the Annual Meeting of the Section unless otherwise ordered by resolution duly adopted by the Section.

ARTICLE V

Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and of the Council. He or she shall formulate and present, at each Annual Meeting of the Pennsylvania Bar Association, a report of the work of the Section for the past year.

He or she shall perform such other duties and acts as usually pertain to the office of Chair.

Section 2. The Chair-Elect shall, upon the expiration of the Chair's term of office or upon the Chair's death, resignation or inability to act, become Chair of the Section. In the event of the temporary absence or disability of the Chair, the Chair-Elect shall act as Chair for the period of absence or disability. He or she shall be in charge of promoting and maintaining membership in the Section, serving on and chairing any committees which the Chair shall specify and shall otherwise aid the Chair in the proper functioning of the Section. The Chair-Elect shall perform any other functions designated by the Chair or the Council.

Section 3. The Vice-Chair shall be in charge of promoting and maintaining membership in the Section, serving on and chairing any committees which the Chair shall specify, and shall otherwise aid the Chair in the proper functioning of the Section. The Vice-Chair shall perform any other functions designated by the Chair or the Council.

Section 4. The Immediate Past Chair shall serve as an advisor to the Officers and the Council, as chair of the Section's Nominating Committee, and fulfill such other roles and duties as may be assigned by the Chair, Council or the Section.

Section 5. The Secretary shall prepare the minutes of the Annual and Special Meetings of the Section and the Council; ensure preparation, forwarding and receipt of appropriate notices and correspondence and maintain such other non-financial records, papers and data as may be necessary or appropriate from time to time. He or she shall serve as administrative assistant to the Chair, and shall assist the Chair, the Chair-Elect and the Section's committee chairs in the discharge of their responsibilities. In addition, he or she shall perform such other and related duties as may be assigned to him or her by the Chair or the Section Council and as ordinarily are incident to his or her office. Immediately upon being succeeded in office, he or she shall deliver all Section records, correspondence and other property in his or her possession to his or her successor.

Section . 6 The Treasurer, along with the PBA staff liaison, shall be the joint custodian of all financial records of the Section which records shall be open at all times to the inspection of any member of the Council, or to any of the Pennsylvania Bar Association's officers, governors or

financial staff. The Treasurer shall prepare the Section's annual budget. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report on the Section's finances at each meeting of the Council, at the Section's Annual Meeting and at such other times as the Chair, the Council or the President of the Pennsylvania Bar Association shall direct. In addition, he or she shall perform such other related duties as may be assigned to him or her by the Chair of the Section Council and as ordinarily are incident to his or her office. Immediately upon being succeeded in office, he or she shall deliver all Section records, correspondence and other property in his or her possession to his or her successor.

Section . 7 The Chair and the Treasurer shall be empowered to sign requisitions upon the Pennsylvania Bar Association treasury for disbursement of Section funds.

ARTICLE VI

Duties and Powers of the Council

Section 1. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the By-Laws of the Pennsylvania Bar Association and the By- Laws of the Section. It shall authorize or approve all commitments or contracts not otherwise set forth in these Bylaws or other approved Section policy which shall entail the payment of money and shall authorize or approve the expenditure of all moneys appropriated for the use or benefit of the Section.

Section 2. The Chair may appoint committees of Section members to perform any duties and to exercise any powers which the Council may direct, subject to the limitations of the By-Laws of the Pennsylvania Bar Association and the By-Laws of the Section.

Section 3. The Chair, during the interim between Annual Meetings of the Section, may fill vacancies in the offices of Secretary or Treasurer. If the number of elected Council members falls below twelve, then, and only in that event, the Chair shall fill sufficient vacancies to bring the

number of Council members to no less than twelve.

Section 4. All actions of the Council shall be by vote of a majority of the voting members of Council present at the time of a vote in person, by telephone, or by mail or electronic means after due notice to all members of the Council.

Section 5. Voting members of the Council not present at a meeting of the Council in person or by telephone may, prior to the vote, communicate their vote on an action item in writing to the Secretary and have their vote counted with the same effect as if the voting member of the Council was present at the meeting of the Council.

ARTICLE VII

Meetings

Section 1. The Annual Meeting of the Section shall be held each year virtually, or in person, during the week preceding the Pennsylvania Bar Association's Annual Meeting. The agenda of the Annual Meeting of the Section shall be prepared by the Chair and provided to the Section at least one week prior to the Annual Meeting.

Section 2. Special or adjourned meetings of the Section may be called by the Chair or by a majority of Council or in accordance with the provisions of the By-Laws of the Pennsylvania Bar Association. Special or adjourned meetings shall be held at places and times determined by the Chair or Council.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section taken at a general Section meeting shall be by affirmative majority vote of the members present and voting unless these Bylaws, the Bylaws of the Pennsylvania Bar Association or Roberts' Rules of Order, as amended, shall require a higher affirmative vote.

Section 5. Meetings of the Council shall be held at places and times determined by the Chair or by the Council. The presence, in person, by telephone, by video conference or similar technology, or on the Council listserv, of 40 percent of Council members then in office shall constitute a quorum for the transaction of business at any Council meeting.

Section 6. All binding action of the Section taken at a Council meeting shall be by an affirmative majority vote of the Council members present and voting unless these Bylaws, the Bylaws of the Pennsylvania Bar Association or Roberts' Rules of Order, as amended, shall require a higher affirmative vote.

ARTICLE VIII

Miscellaneous Provisions

Section 1. The fiscal year of the Section shall be the same as that of the Pennsylvania Bar Association.

Section 2. Any action by the Section must be approved by the Pennsylvania Bar Association as provided in its By-Laws before the same becomes effective as the action of the Pennsylvania Bar Association.

ARTICLE IX

Amendments

Section 1. These By-Laws may be amended at any Annual Meeting of the Section, or any Special Meeting of the Section called for that purpose, by a majority vote of the members of the Section present and voting, provided the proposed amendment shall (a) first have been approved by a majority of the voting members of the Council and (b) have been noticed to Section members, which notice may be by electronic means, at least thirty days prior to any such vote on the amendment.

Section 2. No amendment to these By-Laws adopted by the Section shall be effective until

approved by the Board of Governors of the Pennsylvania Bar Association.

Approved by Council December 3, 1999

Approved by the Section May 11, 2000

Approved by the Board of Governors of PBA: August 18, 2000 Amendments Approved by Council and the Section on May 2, 2002 Approved by the Board of Governors of PBA: November 20, 2002

Amendments approved by Section March 23, 2017

Amendments approved by the PBA Board of Governors June 23, 2017: Amendments approved by Section May 16, 2019

Amendments approved by PBA Board of Governors June 20, 2019

Amendments approved by the PBA Board of Governors on November 20, 2024.