

BY-LAWS OF THE YOUNG LAWYERS DIVISION OF THE PENNSYLVANIA BAR ASSOCIATION

ARTICLE I

NAME AND PURPOSE

1. This Division shall be known as the Young Lawyers Division (hereinafter “YLD”) of the Pennsylvania Bar Association (hereinafter “PBA”).
2. The purpose of the YLD shall be:
 - (a) To organize the young lawyer members of the PBA, including law students, so that they may cooperate for the betterment of the profession and for the advancement of the objectives and works of the PBA and YLD;
 - (b) To provide educational and service programs encouraging the professional development of young lawyers;
 - (c) To provide a medium to resolve problems and meet obligations of the members of the YLD and to advise the PBA of the needs and opinions of YLD members;
 - (d) To provide guidance and leadership to young lawyers for the organization, development, and creation of public service programs;
 - (e) To encourage young lawyers to represent deserving clients on a pro bono basis;
 - (f) To assist in promoting worthwhile organizations that provide legal services on a pro bono basis;
 - (g) To support young lawyers’ efforts in promoting justice and improving the quality of the legal system;
 - (h) To support and promote a diverse and inclusive system of justice; and
 - (i) To provide organizational and programming assistance and support, where necessary, to young lawyer organizations in the sixty-seven (67) counties of Pennsylvania.

ARTICLE II

MEMBERSHIP

1. The membership of the YLD shall consist of all members of the PBA as defined in this Article II.
2. A person shall automatically become a member of the YLD upon becoming a member of the PBA, provided that at such time, the person either has not yet attained the age of forty

- (40) years or if such person has attained the age of forty (40) years and was not first admitted to the practice of law in any jurisdiction more than ten (10) years prior thereto.
3. The membership of an enrolled member of the YLD shall terminate at the conclusion of the Annual Meeting of the YLD next after such member attains the age of forty (40) years or at the conclusion of the Annual Meeting of the YLD next after the tenth anniversary of such member's first admission to the practice of law in any jurisdiction, whichever event shall be the later to occur; provided, however, that the membership of the enrolled member of the YLD shall terminate immediately upon his or her ceasing to be a member of the PBA. A member of the YLD whose membership is terminated because he or she attains the age of forty (40) years or passes the tenth anniversary of his or her first admission to practice, whichever shall last occur, shall, thereafter, be entitled to attend meetings and events of the YLD but not to vote or to hold office.
 4. The Immediate Past Chair of the YLD, regardless of the requirements of Section 2 of this Article, shall continue to be a member of the YLD until the conclusion of the Annual Meeting of the YLD next after the expiration of his or her term of office as Chair of the YLD, so long as such person remains a member of the Board of Governors of the PBA.
 5. All law students attending a Pennsylvania law school or who are residents of the Commonwealth of Pennsylvania, who make application to the PBA, shall be members of the YLD regardless of age.
 6. In the event that the YLD adopts annual membership dues or dues of any nature, payment of such dues shall not be a prerequisite to membership in the YLD except that only dues paying members shall be eligible to vote or hold office.

ARTICLE III

OFFICERS

1. The Officers of the YLD shall be a Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, the YLD Delegate to the PBA House of Delegates (hereinafter "Division Delegate"), and the American Bar Association Young Lawyers Division (hereinafter "ABA/YLD") Representative.
2.
 - (a) The Chair-Elect, Secretary, Treasurer and Division Delegate shall be nominated and elected as provided for under these By-laws. The Chair-Elect from the previous year shall automatically succeed to the Office of the Chair upon the expiration of the latter's term of office, and the Chair from the previous year shall automatically succeed to the office of the Immediate Past Chair.
 - (b) The Chair shall hold office for a term beginning at the close of the PBA Annual Meeting next following the PBA Annual Meeting at which he or she was elected to the office of Chair-Elect. The Chair-Elect, Secretary and Treasurer shall hold office for a term beginning at the close of the PBA Annual Meeting at which each of them was elected. The Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer shall continue in their respective offices until the close of the PBA Annual Meeting next after their election, or until thereafter their successors shall have been elected and their term begins.

The Division Delegate shall hold office for a term beginning at the close of the PBA Annual Meeting at which said Division Delegate was elected and shall continue in such office until the close of the second PBA Annual Meeting following the election of the Division Delegate or until a successor shall have been elected and their term begins.

- (c) In the event the Chair is unable to carry out the duties of such office, whether due to death, Resignation pursuant to Section 3, *infra*, or Removal pursuant to Section 4, *infra*, the Chair-Elect shall automatically become the Chair of the YLD. He or she shall serve the balance of the remaining term of the previous Chair and shall, if he or she so elects, qualify to serve the succeeding term as Chair to which he or she would have succeeded pursuant to Subsection (a) above. If such person should not elect to serve the said succeeding term as Chair, he or she shall so promptly inform the Chair of the Nominating Committee, such that there shall be nominations for an election for the office of Chair in the same manner as nominations and election for the office of Chair-Elect, the person so elected Chair to serve for a term beginning with the close of the PBA Annual Meeting at which such person is elected, continuing in office until the close of the next succeeding PBA Annual Meeting or until thereafter as his or her successor shall have been elected and their term begins.
- (d) In the event the Chair-Elect, Secretary, Treasurer or Division Delegate is unable to carry out the duties of such office, whether due to death, Resignation pursuant to Section 3 *infra*, or Removal pursuant to Section 4, *infra*, the Chair shall succeed to the duties of such person or persons until the position can be filled through one of the following processes:
 - (i.) If a vacancy will occur because the Secretary, Treasurer, or Division Delegate has sought to be elected to a separate position in accordance with Article V of these Bylaws and that person is uncontested at the conclusion of the nomination process, the newly vacated position shall be posted for others to apply. Applicants shall submit their name to the nominating committee for consideration, and, if they meet the other requirements, an election for the newly vacated position shall be in accordance with the YLD's regular election process. It shall be at the discretion of the nominating chair how the position is advertised and length of the period it is advertised. Notwithstanding that, the position should be advertised for as much time as reasonably possible.
 - (ii) If a vacancy occurs in the middle of a term, the position shall be advertised, applicants will be able to self-nominate, and at the next meeting of the YLD Executive Council, the YLD Executive Council shall elect a candidate, who will serve for the unexpired term of such officer. A candidate will be elected by a simple majority of the YLD Executive Council members then present. The Chair shall have the discretion to appoint a member of the YLD to fill the vacated position until the Executive Council is able to fill the position in accordance with this subsection.
- (e) The Young Lawyer Delegate to the American Bar Association elected by the PBA House of Delegates pursuant to section 931 of the PBA Bylaws will serve as an ex officio officer of the YLD in the position of ABA/YLD Representative. The Chair shall

recommend to the PBA House of Delegates the person selected pursuant to the procedure set forth in Article IV, Section 8 to serve as the Young Lawyer Delegate to the American Bar Association and ABA/YLD Representative.

3. Resignation from Office. Any member of the Executive Council may resign at any time by giving written notice to the Chair or the Secretary. Except as provided in Section (4) of this section, any such resignation shall take effect at the date of the 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.
4. Removal from Office. Any Officer of the Young Lawyers Division can be removed from his or her position, under the following procedures, (i) if they fail to perform their duties, including, but not limited to attending functions, meetings, or events of the Division, without otherwise being excused by the Chair, (ii) if they engage in fraudulent or dishonest acts, gross abuse of authority or discretion with reference to the Association or the YLD, any act or omission that would bring disrepute to the Association or the YLD whether or not occurring within the scope of the person's duties to the Association or YLD; or (iii) any other proper cause:
 - (a) A member of the YLD may make a motion to remove the Officer ("Moving YLD Member") at a meeting of the YLD.
 - (b) The Moving YLD Member must provide notice of their intent to make such a motion, along with a short summary of the grounds for such a motion, to the Chair and to the Officer who is the subject of the motion. If the Moving YLD Member seeks the removal of the Chair, then notice shall be provided to the Chair and the Immediate Past Chair. This notice and summary must be provided at least seven (7) days in advance of the YLD meeting at which the Moving YLD Member intends to make such a motion.
 - (c) At the meeting of the YLD, the Moving YLD Member must present their motion, which can be done orally, and provide the grounds upon which removal is requested. The Officer who is the subject of the motion shall be provided an opportunity to respond. A vote must then be taken in accordance with these bylaws and the YLD's operating procedures.
 - (d) If the motion receives an affirmative vote of two-thirds (2/3) majority of the members of the YLD present and eligible to vote at that meeting of the YLD, then the Officer will be removed immediately from their position and that position shall be vacant. The vacancy shall be effective immediately and filled in accordance with Article III, Section 2, Subsection (d) of these Bylaws.

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS

1. The Immediate Past Chair of the YLD shall serve as the Chair of the Nominating Committee. The Nominating Committee may consist of up to two (2) additional members of the YLD who are not Officers and are from a different Zone, appointed by the Chair of the YLD. The Nominating Committee shall accept nominations, including self-

nominations, of YLD members interested in serving as an Officer no later than 45 days prior to the first day of the PBA Fall Meeting.

2. The Nominating Committee shall review all nominees to determine whether the nominee meets the necessary eligibility requirements provided in this Article IV.
3. The Nominating Committee shall nominate all eligible nominees (and only eligible nominees) and shall include at least one (1) eligible nominee for each of the following offices: Chair-Elect, Secretary, Treasurer and Division Delegate to succeed those whose terms will expire at the close of the next PBA Annual Meeting. Nominees who are determined not to be eligible shall be promptly notified. The report of the Nominating Committee, together with a brief biographical sketch of the background and qualifications of each candidate, shall be issued in writing to all members of the YLD at least fifteen (15) days prior to the first day of the PBA Fall Meeting, at which the elections will take place, by either of the following methods: (1) by publication in any official PBA publication or YLD Newsletter, if published at least fourteen (14) days prior to the first day of such Fall Meeting, or (2) by separate electronic mailing to all YLD members at least fourteen (14) days prior to the first day of such Fall Meeting.
4. Eligibility for Chair-Elect, Secretary, Treasurer or Division Delegate.
 - (a) A nominee for the office of Chair-Elect, Secretary, Treasurer or Division Delegate shall have been a member of the YLD for at least twelve (12) months preceding the date of the election meeting; and shall have attended and registered with the YLD at not less than two (2) meetings of the YLD within the thirteen (13) months immediately preceding the election meeting, provided, however, that at least one (1) of the two (2) such meetings attended must have been either the YLD Summer Summit, the Fall YLD Meeting, the CCBL YLD Meeting, or the Annual YLD Meeting. A person shall be deemed to have attended such a meeting, regardless of whether they attended in person or by other telephonic or advanced communication technology offered by the YLD for attendance at that meeting.
 - (b) Unless otherwise permitted by resolution of the YLD Executive Council prior to the date of the election, no person shall be eligible for the position of Chair-Elect who shall not have served at least one (1) term on the YLD Executive Council as of the close of the meeting during which the election takes place.
 - (c) A person may be nominated for the office of Chair-Elect, Secretary, Treasurer or Division Delegate if he or she is an eligible member of the YLD on the day of the election to their term of office. An officer may fulfill their term of office regardless of age, and for this purpose, the term of office of the Chair-Elect shall be deemed to include the term of office of such person as Chair and Immediate Past Chair, to which such person will automatically succeed pursuant to these By-laws.
5. Additional nominations for any office except that of Chair may be made only by means of nominating petitions prepared and submitted in accordance with the following requirements.
 - (a) Each petition shall be endorsed by at least fifteen (15) members of the YLD;

- (b) Each petition shall be accompanied by a brief biographical sketch of the background and qualifications of the candidate;
 - (c) Each petition must be received by the Chair of the Nominating Committee at least thirty (30) days prior to the first day of the Fall Meeting. Petitions which do not fulfill the requirements of this Section will not be reported out by the Nominating Committee.
6. If petitions have been received by the Nominating Committee in accordance with the provisions of Section 4 hereof, the Chair of said Committee shall so notify all candidates who were chosen by the Nominating Committee by email at least twenty-one (21) days prior to the first day of the Fall Meeting. Said email shall inform said candidates of the names of the candidates nominated by petition and contain a copy of each of the biographical sketches which accompanied the petitions.
- (a) The Division Delegate shall be nominated and elected in the same manner as the Secretary and Treasurer of the YLD, in those years in which a Division Delegate is to be elected. A person may be eligible to be a Division Delegate if the person is already a member of the House of Delegates, but shall resign his or her other House of Delegates seat upon election. In the event that a Division Delegate shall become during the term thereof a member of the House of Delegates in another capacity, such person shall be advised that they cannot maintain the position of Division Delegate while also serving as a member of the House of Delegates in another capacity, and they shall be given ten (10) days in which they should elect which position they wish to maintain and resign the other position. If the Division Delegate elects to withdraw as Division Delegate, then the vacancy shall be filled as provided in Article III, Section 2, Subsection (d).
 - (b) The election of officers shall be held at the Fall Meeting of the YLD.
 - (c) The Young Lawyer Delegate to the American Bar Association (who will also serve as the ABA/YLD Representative) shall be elected by the PBA House of Delegates in even years after consideration of the recommendation of the Chair of the YLD pursuant to section 931 of the PBA Bylaws. Any persons interested in the Young Lawyer Delegate to the American Bar Association position and who meets all ABA YLD requirements shall seek nomination by the Nominating Committee in accordance with Section 2 and 3, and election in accordance with Section 7. The person elected pursuant to the procedures in Section 7 shall be the person recommended by the Chair of the YLD to the PBA House of Delegates pursuant to section 931 of the PBA Bylaws.
 - (d) Other than the Chair acting under Article III, Section 2, Subsection (d), no person may simultaneously hold more than one Officer position.
 - (e) Only those individuals who are members of the YLD pursuant to Article II, Sections 2 and 3 may serve in the positions of Chair-Elect, Chair, Immediate Past Chair, Secretary, Treasurer, Division Delegate, and ABA/YLD Representative.

ARTICLE V

DUTIES AND POWERS OF OFFICERS

1. The officers shall have general supervision and control, in conjunction with the YLD Executive Council as set forth in Article VI, over the affairs of the YLD and shall act on behalf of the YLD between meetings of the YLD, subject to the provisions of the By-laws of the PBA and the By-laws of the YLD. All binding action of the Officers shall be by a majority vote of the Officers. In the event of a tie vote, the vote of the Chair or acting Chair shall control. Members of the Officers must be present at a meeting of the officers to vote. Notwithstanding the foregoing, meetings of the Officers may be held by means of a conference telephone call or other advanced communication technology, such as Zoom.
2. The Chair shall have the following duties:
 - (a) Preside at all meetings of the YLD, the Officers and the YLD Executive Council;
 - (b) Formulate and present at each Annual Meeting of the PBA a report of the activities of the YLD during the preceding year;
 - (c) Set the overall policy of the PBA/YLD including the formulation and monitoring of the various committees and programs, appointing any PBA member to serve as a chair of a committee or program of the YLD, and otherwise oversee the coordination of all activities of the YLD;
 - (d) Appoint, in accordance with the provisions of Article XI, Section 4, the delegates to the ABA/YLD (the ABA/YLD Representative defined in Article III, Section 1, is not considered such a delegate); and
 - (e) Perform such other duties as pertain to his or her office.
3. The Chair-Elect shall have the following duties:
 - (a) Assist the Chair in the carrying out of the Chair's duties;
 - (b) Appoint, at the request and direction of the Chair, all committee members, committee Chairs, Zone Chairs, County Delegates and the YLD Parliamentarian, which appointments will take effect immediately following the close of the Annual Meeting of the YLD;
 - (c) Assume the office of Chair of the YLD if called upon to do so pursuant to Article III, Section 2, Subsection C of these By-laws or, during the disability of the Chair or upon his or her refusal to act, the Chair-Elect shall perform the duties of the Chair so long as such disability or refusal to act continues. In the event the Chair is unable to attend any duly noticed meeting, the Chair-Elect shall preside over such meeting.
4. The Secretary shall have the following duties:

- (a) Maintain custody of all records, papers, documents and such other property of the YLD as may be placed in his or her custody by the Officers;
 - (b) Keep a true record of the proceedings and the members in attendance at all meetings of the YLD, the Officers and the YLD Executive Council;
 - (c) Assist the Chair in preparing the Report referred to in Article V, Section 2, Subsection (b);
 - (d) Perform such other duties as may be designated by the Chair or the Officers;
 - (e) Upon the death, resignation, or during the disability of the Chair and Chair-Elect, or upon their refusal to act, perform the duties of the Chair for the remainder of the term of the Chair or Chair-Elect, except in the case of the disability of the Chair or Chair-Elect and then only during so much of the term as the disability of the Chair and Chair-Elect shall continue. In the event the Chair and the Chair-Elect are unable to attend any duly noticed meeting, the Secretary shall preside over such meeting.
5. The Treasurer shall perform the following duties, in coordination with the PBA staff:
- (a) Supervise the receipts, disbursements, books and accounts of the YLD;
 - (b) Review the entry into the books of the YLD, all receipts and disbursements so that such books are current and open to inspection by any member of the YLD;
 - (c) Review the collection or arrange for the collection and holding of any and all money due or payable to the YLD, including any annual membership dues as may be adopted by the YLD;
 - (d) Review such disbursements as are authorized by the Chair or the Officers consistent with the By-laws of the PBA and these By-laws;
 - (e) Submit such report at each meeting of the YLD as may be directed by the Chair; and
 - (f) Formulate a proposed budget to be presented to the Officers, provide an update of the financial condition of the YLD from time to time, and promote fundraising activities of the YLD.
6. The Division Delegate of the PBA shall carry out the obligations and duties as a delegate to that body as provided in the By-laws of the PBA and shall carry out such responsibilities in the best interest of the YLD and as directed by the YLD or the YLD Executive Council. The Division Delegate shall be a liaison between the YLD and the Young Lawyer Zone Delegates to the PBA House of Delegates.
7. The Immediate Past Chair shall coordinate and promote recruitment liaisons to the PBA, shall serve as the Chair of the Nominating Committee, and shall otherwise lend the experience of prior years service to the YLD, its Officers and the YLD Executive Council.

8. The ABA/YLD Representative shall serve as the YLD's liaison to the ABA, as well as the liaison to Zone Chairs, in addition to the responsibilities required as the Young Lawyer Delegate to the American Bar Association

ARTICLE VI

YLD EXECUTIVE COUNCIL

1. The YLD Executive Council shall conduct the business of the YLD at the request and direction of the Chair, in consultation with the other Officers.
2. The YLD Executive Council shall consist of the Officers and not less than twelve (12) nor more than twenty-four (24) Zone Chairs of the YLD. In addition, the YLD Executive Council may also include three (3) Zone Chairs At-Large and nine (9) Law Student Representatives, one representing each of the nine (9) of the Pennsylvania law schools as defined by Article VI, Section 2.
 - (a) There will be not less than twelve (12) nor more than twenty-four (24) Zone Chairs, at least one from each Zone as defined by the twelve (12) Zones into which the PBA has divided the Commonwealth of Pennsylvania.
 - (b) There may be no more than two (2) Zone Chairs from each Zone and no more than one (1) Zone Chair from the same county within a Zone, excluding Zone One, Zone Twelve and the At-Large Zone Chairs.
 - (c) Each Zone Chair shall be appointed by the Chair of the YLD for a one (1) year term, which term shall end at the conclusion of the Annual Meeting of the YLD next following such person's appointment. Each Zone Chair must be a member of the YLD and should be either the present Chair, Immediate Past Chair of a county within the Zone, or a person with working knowledge of the counties within the Zone.
 - (d) At Large Zone Chairs shall be assigned a constituency at the discretion of the Chair. One of the At Large Zone Chairs shall be allocated as a Minority Chair, which shall be defined consistent with the Minority Governor in Section 907 of the PBA Bylaws. The At Large Zone Chairs shall act, in every other manner, as the Zone Chairs.
 - (e) The nine (9) Pennsylvania law schools referenced in the Article VI, Section 1 are: Drexel University Thomas R. Kline School of Law, Duquesne School of Law, Penn State Dickinson School of Law, Penn State Law, University of Pennsylvania School of Law, University of Pittsburgh School of Law, Temple University School of Law, Temple University Beasley School of Law, Villanova University Charles Widger School of Law, and Widener University Commonwealth School of Law. Additionally, the Chair, at his or her discretion, can create (1) At-Large Law Student position to represent programing at law schools outside of Pennsylvania, should at least one school not listed herein express interest in being active with the PBA.

3. The YLD Executive Council shall be convened at each meeting referred to in Article VIII, Section 1 and shall act, at the direction and request of the Chair, and conduct the business of the PBA/YLD in an advisory capacity to the Chair of the YLD unless the Chair or two-thirds (2/3) of YLD Executive Council members present request a roll call vote on a particular issue. In said event, a majority decision of the Council members present shall control. Each Zone Chair shall assist in carrying out the programs of the YLD in his or her respective Zone.
4. The duties of the Zone Chair will be as follows:
 - (a) To attempt to visit each county Young Lawyers Section within the Zone at least once a year, if possible;
 - (b) To regularly participate in the conferences, meetings, programs and retreats of the YLD;
 - (c) To serve as the YLD Liaison to the local bar associations located within the Zone;
 - (d) To strongly encourage and recruit young lawyers from within the Zone to become active and participate in YLD programs, projects, committees, meetings and conference(e) To assist in arranging and conducting YLD functions and social gatherings within the Zone;
 - (f) To consider submitting articles relevant to the Zone for publication in the At Issue or other statewide publications;
 - (g) To help identify possible nominees for the Liberty Bell and Michael K. Smith Excellence in Service awards;
 - (h) To provide input to the YLD public service programs, committees and related projects;
 - (i) To communicate to the ABA/YLD Representative the events or programs occurring in the Zone;
 - (j) To strongly encourage and recruit lawyers from within their Zone, whether young lawyers or not, to become active members and participate in PBA programs, projects, committees, meetings, and conferences;
 - (k) To serve as a representative of the YLD specifically and the PBA generally within the Zone;
 - (l) To promote the projects and initiatives of the PBA, its leadership, and the Board of Governors, and the House of Delegates;
 - (m) To promote the benefits of the PBA and encourage non-member lawyers to join the PBA and become active therein; and
 - (n) To coordinate with Law Student Representative(s) that represent law schools within the boundaries of the Zone.

5. A Zone Chair may be removed from office by the YLD Chair if he or she does not attend two scheduled meetings of the YLD and does not, within ten (10) days after the conclusion of said meeting, send to the YLD Chair, in writing, a reason for such absence. A Zone Chair may also be removed from office by the YLD Chair after two unexcused or four excused absences from scheduled meetings.
6. The duties of the Law Student Representative shall be as follows:
 - (a) To strongly encourage and recruit students from the law school to become active and participate in YLD programs, projects, committees, meetings and conferences;
 - (b) To coordinate with the Zone Chair in arranging and conducting YLD functions and social gatherings within the Zone and encourage law student participation in Zone activities;
 - (c) To submit, from time to time, articles relevant to law students for publication in the At Issue or other statewide publications;
 - (d) To provide input to the YLD public service programs, committees and related projects; and
 - (e) To promote the benefits of the PBA and encourage non-member law students to join the PBA and become active therein.

ARTICLE VII

AFFILIATION OF ORGANIZED YOUNG LAWYERS GROUPS

1. Any organized Young Lawyers Group of a Bar Association within the PBA existing in a County or at the local level may affiliate with the YLD of the PBA in accordance with the procedure set forth in this Article.
2. The Young Lawyers Group, as defined in Section 1 of this Article, shall make written application to the Chair of the YLD and shall be enrolled upon approval of the Officers. It shall be a prerequisite of the affiliation that the Young Lawyers Group so applying be organized for such purposes and carry on such activities as are consistent with the purposes and activities of the YLD as provided in Article I, Section 2 hereof. Upon enrollment, affiliation shall continue indefinitely but may be discontinued at any time upon the written request of the affiliated group, upon the vote of the Officers of the YLD or upon the dissolution of either the YLD or the affiliated group.
3. Each affiliated Young Lawyers Group shall be entitled to send a representative to all meetings of the YLD and the YLD Executive Council.
4. In counties in which there is no representative appointed from an affiliated Young Lawyers Group, which group is of county-wide representation open for membership to all young lawyers within that county representing the general interest of young lawyers within that county rather than any special or specific interest, the Chair may appoint, upon

recommendation of the Zone Chair, one young lawyer member as cited above for delegates of affiliated Young Lawyers Groups.

ARTICLE VIII

MEETINGS

1. The YLD shall meet five (5) times per year, at the Annual Meeting of the PBA, at a Summer meeting of the PBA/YLD, a Fall meeting of the PBA/YLD, a Winter meeting of the PBA/YLD, and, a meeting in conjunction with the PBA Conference of County Bar Leaders. The Annual Meeting of the PBA/YLD shall be held in conjunction with the Annual Meeting of the PBA. The YLD should endeavor to have meetings in locations to encourage broad in-person attendance, including, to the extent possible, at varying locations around the Commonwealth.
2. The Fall Meeting of the YLD shall be held immediately preceding and/or during the period of the Fall Meeting of the PBA House of Delegates with such program and order of business as may be arranged by the Chair.
3. In addition to the meetings referred to in Article VI, Section 2, the YLD Executive Council shall meet at the call of the Chair or a majority of the Officers with at least three (3) days written notice to those entitled to vote.
4. Fifteen (15) members of the YLD present at any meeting of the YLD, whether in person, by telephone or by advanced communication technology offered by the YLD, and eligible to vote shall constitute a quorum for the transaction of business. In the absence of a quorum of the YLD, if a quorum of the YLD Executive Council is present, the YLD Executive Council shall meet in lieu of the YLD Meeting.
5. Seven (7) members of the YLD Executive Council present at any meeting of the YLD Executive Council and eligible to vote shall constitute a quorum for the transaction of business.
6. All binding action of the YLD, YLD Executive Council or Officers shall be by a majority vote of those eligible members present and voting.
7. All members of the YLD who are in compliance with Article II, Section 4 (if applicable) shall be eligible to vote.
8. All meetings of the Officers, the YLD Executive Council and any other subordinate group or committee of the YLD shall be conducted in accordance with "Roberts Rules of Order, Newly Revised."

ARTICLE IX

AMENDMENTS

1. These By-laws may be amended at any meeting of the YLD by a majority vote of the members of the YLD present who are eligible to vote and are voting; provided, however,

that any proposed amendment shall have first been submitted to the Secretary in writing at least seven (7) days prior to the first day of the meeting at which the amendments will be voted upon. Any amendment will be effective only after presentation to and approval by the Board of Governors of the PBA.

ARTICLE X

COMMITTEES

1. The Chair of the YLD shall have the power to create and staff, as well as remove, such committees as the Chair of the YLD shall deem necessary.
2. All committees shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair of a committee to call a meeting upon the written request of a majority of his or her committee or of the Chair of the YLD.
3. The Chair of each committee shall transmit a full report of its activities to the Chair of the YLD at least annually and each committee shall make such special reports as the Chair of the YLD shall direct.

ARTICLE XI

MISCELLANEOUS PROVISIONS

1. In the event that the PBA By-laws are in conflict with the By-laws of the YLD, the PBA By-laws shall control.
2. The members of the YLD at any duly authorized meeting thereof, may discuss matters of interest to the PBA, or the YLD, and by majority vote of those members present who are eligible to vote, may forward recommendations to the PBA for the PBA's action thereon, but the YLD shall not publicly advocate in the name of the PBA any such recommendations unless specifically authorized to do so by the PBA.
3. The YLD shall annually report its proceedings and recommendations to the PBA.
4. The Chair may appoint any member of the YLD, in good standing, as a delegate to the ABA/YLD. The Chair shall seek nominees for the position(s) of delegate from the YLD and shall have the discretion of how the position is advertised and length of the period it is advertised. It is recommended the Chair first advertise the position in June of the year in which the Chair takes office to provide adequate time to make appointments in advance of beginning of the ABA/YLD year that commencing in August of each year. Each delegate may serve an entire term in the ABA/YLD, though that term shall cover more than one PBA term. Each delegate may be reappointed with limitation, so long as they are a member of the YLD, in good standing.
5. Limitation of Liability: To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time, a member of the YLD Executive Council an officer of the YLD shall not be personally liable for monetary damages for any action taken or for any

failure to take action. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by the law.

6. Indemnification:

- (a) The YLD shall defend, indemnify and hold harmless any past or present member of the YLD Executive Council and any other person who has acted or is acting on behalf and at the request of the YLD Officers and/or Executive Council from any and all claims and/or lawsuits arising out of the performance of duties of the YLD Officers and/or Executive Council.
- (b) The person(s) against whom a claim is made or lawsuit filed shall notify the YLD Chair in writing of the claim or lawsuit as soon as practicable.
- (c) The YLD shall have no obligation to defend or indemnify any person(s) for intentional misconduct, willful misconduct and/or gross misconduct.