

OFFICIAL BY-LAWS
CENTRE COUNTY BAR
ASSOCIATION
Amendments thru 12/11/97

By-laws as of 12/11/97, revisions on October 17, 2000 for consistent style, paragraph captions and typesetting only.

CENTRE COUNTY BAR ASSOCIATION
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BYLAWS OF THE CENTRE COUNTY BAR ASSOCIATION
AS AMENDED DECEMBER 11, 1997

The name of this corporation shall be "CENTRE COUNTY BAR ASSOCIATION."

The purpose of this corporation shall be to promote the interests and ideals of the Centre County, Pennsylvania and American Bar Associations; to perpetuate the history of the Centre County Bar, to encourage a cordial social relationship among its members, to publish a legal journal, and to do all other things essential to the carrying out of the aforesaid purposes. This corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members.

No part of the net earnings of the corporation shall inure to the benefit of any Governor of the corporation, officer of the corporation, or any private individual or member (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Governor or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization to which

contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

On dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, public-safety testing, literary, or educational organizations that would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code.

(a) Any lawyer who is a member in good standing of the Bar of the Supreme Court of Pennsylvania who has his/her primary residence and/or principal full time office for the practice of law in Centre County shall be eligible to become an active member of the Association on the condition that the attorney maintain, after admission to the Association, membership in the Pennsylvania Bar Association for so long as this Association elects to retain the "unit county" relationship with the Pennsylvania Bar Association, and membership in this Association, by timely paying annual dues of this Association and of the Pennsylvania Bar Association and/or by taking such other action as may be required by either the Pennsylvania Bar Association or this Association to maintain membership.

(b) Any other lawyer in good standing of the Bar of the Supreme Court of Pennsylvania may be an associate member. As associate member shall be entitled to attend all Association related activities and to participate fully therein, but shall not be eligible to vote or hold office. Annual dues for an associate member shall be determined from time to time by the Board of Governors, and shall not be less than \$50.00 per year.

(c) An applicant for membership is required to be present in person at the meeting at which the application for membership is considered.

(d) It is the obligation of all members of the Association to participate in fee dispute resolution proceedings of the Centre County Bar Association Fee Dispute Committee if a complaint against a member is submitted. If a member fails or refuses to so participate, his or her membership may be revoked or suspended by the Board of Governors.

(e) Each member shall notify the Secretary of his or her current address.

The governing body of this Association shall be the Board of Governors. The Board of Governors shall have supervision, control and direction of the affairs of the Association, its committees and publications; appoint its committees, determine its policies; make and report to the Association nominations for the office of President, Vice President, Secretary and Treasurer and, to fill vacancies; supervise and approve disbursement of funds; and set the amount of annual local dues of the Association, if any, and thereafter to take or cause to be taken all actions necessary to charge, collect and enforce said annual local dues of the Association. Any disbursement of Association funds in the amount of One Thousand Dollars or more shall require the approval of the Board of Governors.

The Board of Governors shall be composed of eleven (11) members as follows:

- The five (5) officers of the Association;
- Four (4) members at large elected by the members of the Association for terms of three (3) years, one (1) of whom shall be a member of the Young Lawyers committee;
- The Chairman of the CENTRE COUNTY LEGAL JOURNAL, who shall serve ex officio; and
- The immediate past-President of the Association.

The terms of the four (4) members at large elected by the Association membership shall be staggered.

The President, and in the absence of the President, the Vice President, and, in the absence of both, a member of the Board of Governors selected by the Board shall be Chairperson of the Board of Governors.

Five (5) members of the Board of Governors shall constitute a quorum.

Meetings of the Board of Governors shall be held monthly at such times and at such places as the President may prescribe. Meetings may be called by a majority of the members of the Board of Governors.

The Board of Governors shall have full power and authority in the intervals between meetings of the Association, to do all acts and perform all functions which the Association might do or perform, except it shall have no power to amend the bylaws.

The Board of Governors may hire and set appropriate compensation for an Executive Director and clerical staff. The Board of Governors may delegate such ministerial and/or administrative functions and duties to the Executive Director as the Board may deem appropriate.

Any regular member of the Centre County Bar Association in good standing shall be eligible for nomination and election to the Board of Governors. The Board of Governors shall make and report to the Association nominations for all officer positions and for the other members of the Board. For this purpose, the Board of Governors shall meet not later than twenty (20) days prior to the annual meeting for the purpose of receiving applications and nominations for each of the officers and replacements for members of the Board of Governors whose terms are expiring and shall immediately announce a nomination for each of the positions to be elected. Ten (10) days written notice of such a meeting of the Board of Governors will be given to the members of the Association. In making nominations, the Board of Governors shall consider the appropriateness of having the existing Second Vice-President succeed to the position of First Vice-President, and the First Vice-President succeed to the position of President. The Board of Governors may adopt such procedural rules and regulations for the nomination of officers and

members of the Board of Governors as it may deem advisable for the orderly succession of the positions. At the annual meeting, any member of the Association may make additional nominations from the floor for members to serve as officers or as a member at large on the Board of Governors provided such nomination is accompanied by the consent of the nominee to so serve.

The elective officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer. In addition, the Association may have an Assistant Secretary and an Assistant Treasurer as the Board of Governors may deem appropriate.

Any member of the Association in good standing shall be eligible to hold office.

The officers shall be elected by the members of the Association at the annual meeting and shall take office on January 1 of the year immediately succeeding their election. The officers shall hold office for a term of one (1) year or until their successors shall have been elected (except that the officers holding office at the time of adoption of these Bylaws shall continue to hold office for their unexpired terms). The President shall not be eligible to succeed him or her self.

Vacancies in any elective office may be filled for the unexpired term by appointment of the Board of Governors, with such appointment to be ratified by the members of the Association at their next regular meeting.

The President shall preside at all meetings of the Association, shall be a member ex-officio of all committees, and, subject to the direction of the Board of Governors, shall be the administrative officer of the Association.

The Vice-President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President and shall assist the President in performance of the President's duties.

The Secretary shall perform all of the duties normally performed by a Secretary and shall advise the editor of the CENTRE COUNTY LEGAL JOURNAL promptly of all significant matters so that proper publicity can be given the activities of the Association.

Subject to the direction of the Board of Governors, the Treasurer shall receive and disburse all funds of the Association with the exception of those pertaining to the CENTRE COUNTY LEGAL JOURNAL. The Treasurer shall have his books and records available for audit within sixty (60) days following the end of each calendar year.

. The Board of Governors shall appoint such standing and temporary committees as shall be deemed necessary to conduct the business of the Association.

The Committee authorized to operate the CENTRE COUNTY LEGAL JOURNAL shall be appointed annually by the Board of Governors.

The CENTRE COUNTY LEGAL JOURNAL Committee shall be responsible for compiling and publishing the journal and shall have its books available for audit within sixty (60) days following the end of each calendar year.

The annual dues of each member of the Association shall be in an amount agreed upon by the Board of Governors, and shall include the amount approved as local dues of the Association and, for so long as the "unit county" relationship is retained between the Pennsylvania Bar Association and the Centre County Bar Association, the amount of dues charged to the member by the Pennsylvania Bar Association.

Prior to the fourth quarterly Association meeting of any calendar year, the Board of Governors shall approve an amount of annual local dues to be charged to members for the following year. The President shall announce the amount of local dues approved for the following year at the fourth quarterly meeting of the Association.

The Board of Governors may approve exemptions, exclusions or reductions in local dues as it deems advisable. The members' obligation to pay their local dues shall not be relieved by the paying of dues owed by the member for Pennsylvania Bar Association annual dues.

The Board of Governors shall be responsible for insuring that all members meet their annual dues obligations to the Association unless said obligation is otherwise excused. The Board of Governors may revoke some or all membership privileges, including membership itself, for any member who fails to pay his or her annual local dues or fails to request relief from or a reduction of the local dues charged within sixty (60) days of the date of service of the Notice of Failure to Pay Local Dues. In the event a request for relief from, or a request for reduction of local dues has been made by or on behalf of the member, the member shall have sixty (60) days from the date of notification of the Board's decision on the request to take such action as may be required by the Board's decision.

If, after the expiration of ninety (90) days from the date of service of the Dues Notice, the member has not paid his or her local dues, the Treasurer shall cause to be served upon the member a Notice of Failure to Pay Local Dues which shall notify the member that he or she must either pay the dues charged or request relief from or a reduction in dues from the Board of Governors within sixty (60) days.

With respect to dues owed by the member to the Pennsylvania Bar Association, the member shall likewise be responsible for transmitting said payment to the Treasurer of the Association. Maintenance of membership in good standing with the Pennsylvania Bar Association shall continue to be a condition of membership in the Centre County Bar Association for so long as the "unit county" relationship is retained between the Centre County Bar Association and the Pennsylvania Bar Association. The Centre County Bar Association shall not have authority to waive or excuse any nonpayment of Pennsylvania Bar Association dues, and all members shall be required to pay dues to or seek relief

from Pennsylvania Bar Association dues consistent with the terms and conditions established by the Pennsylvania Bar Association. Failure to pay Pennsylvania Bar Association dues by the time established by that Association for payment thereof shall result in revocation of membership in the Centre County Bar Association for so long as the unit county relationship is maintained.

A member shall be charged local dues for the first full year of membership in this Association. No local dues shall be charged for partial year membership prior to the member's first full year of membership. This shall not affect the member's obligation to pay any partial year or pro-rated dues charged by the Pennsylvania Bar Association.

It shall be the responsibility of the Treasurer of the Association to cause Dues Notices to be sent to all members at their address of record with the Association. The Dues Notice shall contain an itemization of local dues owed and, if the "unit county" agreement is still in place with the Pennsylvania Bar Association, an itemization of the Pennsylvania Bar Association dues owed.

It shall be the responsibility of the members to transmit payment at the time and place requested by the Treasurer. Any request for relief from or reduction of local dues should be communicated by or on behalf of the requesting member to the President or Vice-President of the Association, however requests for relief or reduction received by other members of the Board of Governors shall be communicated to the President or Vice-President.

The Treasurer shall cause to be served on all members who have not paid their local dues within ninety (90) days of the date of the Dues Notice a Notice of Failure to Pay Local Dues, which Notice shall advise the member of his or her failure to pay local dues, and shall advise the member of the need to pay the local dues or request relief therefrom or reduction thereof within sixty (60) days.

If an individual is purged from membership in this Association due to his or her failure to pay local dues, the individual may apply for reinstatement. Reinstatement shall be

conditioned upon, among other things, the individual's payment of all local dues owed, including arrearages which accrued until the time the individual was purged. Arrearages for local dues shall not accrue between the time of purging and the time of reinstatement.

Reinstatement shall also be conditioned upon the individual being a member in good standing of the Pennsylvania Bar Association for so long as this Association retains its "unit county" relationship with the Pennsylvania Bar Association.

There shall be four (4) regular meetings of the Association during each year.

The regular meetings shall be held at such time and place as the Board of Governors shall determine.

Special meetings of the Association shall be held at such times throughout the years and for such purposes and at such places as the President or the Board of Governors may determine.

Special meetings may also be called upon with the written request of any five (5) members of the Association stating the purposes.

The annual meeting shall be the last regular meeting of each calendar year.

Ten (10) members of the Association shall constitute a quorum.

"Roberts Rules of Order", as amended, shall govern the proceedings of all the meetings of the Association or its constituted parts except as provided in these bylaws.

The following shall be the normal business to be conducted at meetings of the Association:

1. Call to order.
2. Each member shall sign the designated docket or ledger to record his or her attendance at the meeting.

3. Approval of minutes of previous meeting. The proposed minutes shall be forwarded to each member with Notice of the next meeting.
4. Reports of officers.
5. Reports of committees.
6. Unfinished business.
7. New business.
8. Appointment of committees.
9. Installation of officers.
10. Good of the Association.
11. Special program, if any.
12. Adjournment.

These bylaws may be adopted, amended, or repealed by the affirmative vote of at least two-thirds of the members present to vote at any meeting called and held for that purpose, or without a meeting, by the written assent of at least two-thirds of the members entitled to vote.

No such vote at any meeting shall be taken unless Notice of the proposed, adoption, and changes shall have been given to each member with Notice of the meeting at least five (5) days prior to the meeting, giving the substance of the proposed action and any amendment or repeal.

(a) Subject to the limitations hereinafter set forth, the Association shall indemnify the Executive Director, each member of the Board of Governors, officer,

employee or agent of the Association or of any organization that such person is serving as a Board Member, director, officer, employee or agent at the request of the Association, and the heirs, executors or administrators of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Association, in which such person was involved because of anything such person may have done or omitted to do as a director, officer, employee or agent of the Association or of any organization that such person may have served as a director, officer, employee or agent at the request of the Association, -- but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

(b) Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Association, by members of the Board of Governors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Governors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion: (1) that the Executive Director, Board member, director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and (2) that the amount of the proposed indemnification is reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by the Association under then existing law, and (4) that the indemnification shall be made by the

Association in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Expenses incurred by the Executive Director, an officer, Board member, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

The Association shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the Executive Director, the members of the Board of Governors, officers, employees and agents of the Association and a person serving at the request of the Association as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of the status of such.

The invalidity of any portion of this Article XIII shall not affect the validity of the remainder hereof.

This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 01, 1998.

All rights to indemnification under this Article XIII shall be deemed a contract between the Association and the persons to be indemnified under this Article XIII pursuant to which the Association and each such person intended to be legally bound. Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

All Notices required to be given under these Bylaws shall be given in writing by mail or electronic transmission.

END OF BYLAWS

By-laws as of 12/11/97, revisions on October 17, 2000 for consistent style, paragraph captions and typesetting only by

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FINANCIAL HARDSHIP POLICY

Resolved: It is the policy of the Centre County Bar Association (“CCBA”) that, for any attorney(s) who wish to attend Continuing Legal Education (“CLE”) courses offered by the CCBA, but for whom the full cost, including meals, of such courses would be a financial hardship, the CCBA shall allow any such attorney(s) to attend without partaking or paying for the meal portion of the CLE course. The only fee required for such CLE course will be only the credit charge (currently \$1.50 per hour credit) made by the Continuing Legal Education Board of the Supreme Court of the State of Pennsylvania. At programs where the CCBA does not charge for the CLE course portion of the program, there will also be no charge to any attorney(s) claiming financial hardship. Prior to, or at the time of such CLE programs, any attorney(s) claiming financial hardship must advise the Executive Director of the CCBA, or the individual in charge of administering the CLE program if that individual is not the Executive Director, that financial hardship is being claimed. Any such claim of financial hardship will be held in strict confidence.

Further Resolved: This resolution and policy shall be announced at the next quarterly meeting of the CCBA and the text of this resolution shall be published in the next edition of the Centre Bar News, the CCBA’s quarterly newsletter. Further, all new admittees to the CCBA shall be made aware of this policy.