

OFFICIAL BYLAWS CENTRE COUNTY BAR ASSOCIATION

Amendments thru 9/19/2019

By-laws as of 12/11/97, revisions on October 17, 2000 for consistent style, paragraph captions and typesetting only; Amended on September 15, 2016: Amended on September 19, 2019.

CENTRE COUNTY BAR ASSOCIATION
BYLAWS TABLE OF CONTENTS

ARTICLE I. General Provisions

Section 1. Name
Section 2. Definitions
Section 3. Purposes

ARTICLE II. Membership

Section 1. Classes of Membership
Section 2. Membership Rights
Section 3. Requirements for Applicant

ARTICLE III. Board of Governors

Section 1. Generally
Section 2. Composition
Section 3. Powers and Duties
Section 4. Administration of the Board
Section 5. Nomination to the Board

ARTICLE IV. Officers and Executive Director

Section 1. Number and Eligibility of Officers
Section 2. Election and Terms
Section 3. Vacancy
Section 4. Power and Duties of Officers
Section 5. Executive Director

ARTICLE V. Dues

Section 1. Unit County Relationship
Section 2. Association Dues

Article VI. Committees

Section 1. Standing Committees
Section 2. Ad Hoc Committees
Section 3. Committee Organization and Procedures; Reports

ARTICLE VII. Meetings and Procedures

Section 1. Meetings
Section 2. Quorum and Vote

Section 3. Parliamentary Matters in General

ARTICLE VIII. Policies of the Association

Section 1. Purpose

Section 2. Proposal; Vote; Notice

Section 3. Policy Manual

ARTICLE IX. Amendments

Section 1. Amendments Generally

Section 2. Notice

Article X. Indemnification

Section 1. Determination to Indemnify

Section 2. Insurance for Indemnification Fund

Section 3. Contract Rights; Amendment or Repeal

BYLAWS OF THE CENTRE COUNTY BAR ASSOCIATION AS AMENDED

SEPTEMBER 15, 2016

ARTICLE I. General Provisions

Section 1. Name

The name of this nonprofit corporation is CENTRE COUNTY BAR ASSOCIATION.

Section 2. Definitions

“Board of Governors” or “Board.” The Board of Governors existing under Article III of the Bylaws.

“Association.” The Centre County Bar Association, a Pennsylvania nonprofit corporation.

“Notice.” As used in these Bylaws, “notice” shall be given in writing by mail or electronically, which includes posting on the Association’s website.

“Unit County Relationship.” A reciprocal relationship whereby attorneys who engage in the private practice of law in Centre County and who wish to be a member of the Association shall also be a member of the Pennsylvania Bar Association. An attorney who engages in the private practice of law in Centre County who wishes to be a member of the Pennsylvania Bar Association shall also be a member of the Association. This dual membership is a requirement for membership for both organizations unless the attorney qualifies for an exemption from the reciprocal relationship as the Pennsylvania Bar Association defines said exemptions.

Section 3. Purposes

The purpose of this nonprofit corporation shall be as follows:

- (a) To foster and promote excellence in legal services to the public.
- (b) To promote the interests and ideals of the Association.
- (c) To uphold the honor and integrity of the judicial system.
- (d) To advance charitable purposes as the Board deems appropriate, through the Centre County Bar Association Fund of the Centre Foundation and other means as determined by the Board.
- (e) To provide educational programs encouraging the professional development of the Association’s members and the legal community.
- (f) To encourage and promote legal assistance and access to justice to and for the poor and disadvantaged groups.

- (g) To promote diversity throughout the profession.
- (h) To promote respect, civility, collegiality, and professionalism within the legal community.
- (i) To promote and foster a positive relationship with the Centre County community.
- (j) To perpetuate the history of the Association.
- (k) To take any other actions, which, from time to time, the Board shall deem appropriate that further the aforementioned purposes.

ARTICLE II. Membership

Section 1. Classes of Membership

(a) Active Member Eligibility Requirements

- (i) Generally. A 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 office for the practice of law in Centre County and has timely paid his/her annual dues pursuant to Article V shall be eligible to become an active member of the Association.
- (ii) Unit County Relationship. The Association has a Unit County Relationship with the Pennsylvania Bar Association, and therefore, an attorney who engages in the private practice of law in Centre County and who wishes to be a member of the Association must also meet the requirements of the Unit County Relationship as defined in Article I, Section 2 of the Bylaws.

(b) Associate Member Eligibility Requirements

- (i) A lawyer who is a member in good standing of a bar of any state but does not maintain a private practice in Centre County and has timely paid his/her annual dues pursuant to Article V shall be eligible to become an associate member of the Association.

Section 2. Membership Rights

(a) Active Member

- (i) An active member shall have the right to:
 - (1) Attend all Association related activities and to participate fully therein.

(2) Vote at meetings of the Association.

(3) Serve on the Board and as an Officer.

(b) Associate Member

(i) Except as provided in paragraph (ii), an associate member shall be entitled to attend all Association related activities and to participate fully therein.

(ii) An Associate Member shall not have the right to vote at meetings of the Association.

Section 3. Requirements for Applicant

An applicant for membership of the Association is required to be physically present at the quarterly meeting at which the application for membership is considered.

ARTICLE III. Board of Governors

Section 1. Generally

(a) The governing body of this Association shall be the Board of Governors.

Section 2. Composition

(a) The Board of Governors shall be composed of the following:

(i) The President.

(ii) The Vice President.

(iii) The Secretary.

(iv) The Treasurer.

(v) The four (4) members at large elected by the members of the Association.

(vi) The Chair of the Young Lawyers Division.

(vii) The editor of the CENTRE COUNTY LEGAL JOURNAL, who shall serve ex officio.

(viii) The Immediate Past-President of the Association.

(b) Terms

(i) The terms of the four (4) members at large elected by the Association membership shall be staggered and shall be for a period of three (3) years.

Section 3. Powers and Duties

(a) The Board shall have the following powers and duties:

(i) Supervise, control, and direct the affairs of the Association.

- (ii) Establish the policies of the Association pursuant to Article VIII of the Bylaws.
 - (iii) Appoint standing and ad hoc committees as deemed appropriate to conduct the business of the Association.
 - (iv) Make nominations for the office of the President, Vice President, Secretary, Treasurer, and other members of the Board.
 - (v) Fill vacancies on the Board, Officers of the Association, and Committees of the Association.
 - (vi) Supervise and approve disbursement of Association funds.
 - (vii) Set the amount of annual dues for membership in the Association, and when deemed appropriate, approve exemptions, exclusions, or reductions in annual dues for membership in the Association.
 - (viii) Charge, collect, and enforce said annual dues of the Association pursuant to Article V of the Bylaws and the established policies related to the charge, collection, and enforcement of said annual dues.
 - (ix) Publish the CENTRE COUNTY LEGAL JOURNAL.
 - (x) Hire, terminate, set appropriate compensation, and establish appropriate duties for an Executive Director.
 - (xi) Delegate ministerial and administrative functions and duties to the Executive Director as deemed appropriate.
 - (xii) Attend all meetings of the Association.
 - (xiii) During intervals between meetings of the Association, to do all acts and perform all functions that the Association might do or perform, except amend the Bylaws.
- (b) Disbursement of Association Funds in Certain Amounts
- (i) Request
 - (1) A request for a disbursement of Association funds in the amount of One Thousand Dollars or more shall be first submitted to the Board for approval.
 - (2) If such a request is first made at a quarterly meeting, a vote on the request shall not be taken at the quarterly meeting. The request shall be

referred to the Board for review.

(ii) Approval

Any disbursement of Association funds in the amount of One Thousand Dollars or more shall require the approval of the Board of Governors.

Section 4. Administration of the Board

(a) Chairperson

(i) The President shall be Chairperson of the Board.

(ii) In the absence of the President, the Board shall select another member of the Board to serve as Chairperson.

(b) Meetings

(i) Generally

(1) Meetings of the Board shall be held at such times and at such places as the President may prescribe.

(2) The President shall call for at least six (6) meetings during the term of presidency.

(3) Special meetings may be called by a majority of the members of the Board, and such meetings may be held through electronic means if deemed appropriate by the majority of the members of the Board.

(ii) Quorum.

(1) Six (6) members of the Board of Governors shall constitute a quorum.

(2) When a quorum is present, a majority vote of those present is sufficient for the adoption of any motion.

(c) Voting

(i) Generally. Each member of the Board shall be entitled to one (1) vote on each matter submitted to a vote of the Board.

(ii) Electronic Voting. Electronic voting may be used in connection with meetings of the Board as follows:

(1) Meetings. In connection with a meeting of the Board in which a quorum was present, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an

action via this electronic voting provision. Only those members of the Board in attendance of the meeting shall be permitted to vote on the action. The Secretary shall record the result of the vote in the minutes of the Board.

(2) Action without a Meeting. For purposes of taking action without a meeting, electronic voting shall be permitted in the event the Board must take immediate action in fulfilling its duties as outlined in these Bylaws. Such procedure shall be initiated by the electronic distribution of ballots and all related materials for consideration by the Board to all members of the Board. The members shall vote electronically. The Secretary shall record the result of the vote in the minutes of the Board.

Section 5. Nomination to the Board

(a) Eligibility. An active member of the Association in good standing shall be eligible for nomination and election to the Board.

(b) Nomination Procedures

(i) Nominating Committee

(1) The President shall establish a nominating committee for the purpose of making a recommendation to the Board on whom to nominate for upcoming vacant officer and Board positions.

(2) The nominating committee shall be composed of the following:

(A) The Vice President.

(B) A member of the Board.

(C) An active member of the Association who is not on the Board.

(3) The nominating committee shall advise the Board of its recommendation at or before the Board's November meeting.

(ii) Nomination of the Board

(1) The Board shall receive and give due consideration to the Nominating Committee's recommendation.

(2) After giving due consideration to the Nominating Committee's recommendation, the Board shall nominate an eligible member of the Association for upcoming vacant officer and Board positions.

(3) The Board shall make such nomination no later than the conclusion of the November meeting.

(iii) Announcement of Board's Nomination

(1) The notice of the Annual Meeting provided to the Association shall include the proposed slate of officers and members of the Board as recommended by the Board.

(2) Such notice shall be given to the members of the Association in a reasonable time after the Board's November meeting.

(iv) Active Member Nominations. At the annual meeting, an active 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 provided that such nomination is accompanied by the consent of the nominee to so serve.

ARTICLE IV. Officers and Executive Director

Section 1. Number and Eligibility of Officers

(a) Generally. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. In addition, the Association may have an Assistant Secretary and an Assistant Treasurer as the Board may deem appropriate.

(b) Eligibility. An active member of the Association in good standing shall be eligible to hold office.

Section 2. Election and Terms

(a) Election.

(i) 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.

(b) Terms.

(i) Generally. The officers shall hold office for a term of one (1) year.

(ii) Limits. The President shall not be eligible to serve successive terms.

Section 3. Vacancy. A vacancy in an elective office shall be filled for the unexpired term by appointment of the Board.

Section 4. Powers and Duties of Officers.

- (a) President. The President shall have the following powers and duties:
 - (i) Preside at all meetings of the Association.
 - (ii) Serve as a member ex-officio of all committees.
 - (iii) Subject to the direction of the Board, serve as the administrative officer of the Association.
 - (iv) Serve as the spokesperson for the Association.
- (b) Vice President. The Vice President shall have the following powers and duties:
 - (i) During the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.
 - (ii) Shall assist the President in performance of the President's duties.
 - (iii) Attend all meetings of the Association.
- (c) Secretary. The Secretary shall have the following powers and duties:
 - (i) Keep full and correct minutes of the meetings of the Association and of the Board.
 - (ii) Deliver said minutes to the Executive Director no later than two weeks after the meetings.
 - (iii) Maintain a list of the members of the Association, which shall include the members' current contact information and at least one emergency contact.
 - (iv) Facilitate the admission of new members of the Association at each quarterly meeting.
 - (v) Attend all meetings of the Association.
- (d) Treasurer. The Treasurer shall have the following powers and duties:
 - (i) Subject to the direction of the Board of Governors, the Treasurer, in concert with the Executive Director, shall receive and disburse all funds of the Association, including those pertaining to the CENTRE COUNTY LEGAL JOURNAL.
 - (ii) The Treasurer shall have the books and records of the Association available for audit within ninety (90) days following the end of each calendar year.
 - (iii) Attend all meetings of the Association.

Section 5. Executive Director

- (a) Generally. The Executive Director shall administer the facilities, events, programming, and staff of the Association subject to the direction of the Board and the President.
- (b) Powers and Duties. The Executive Director shall have the following powers and duties:
- (i) Any administrative function of an officer of the Association may be delegated to and performed by or under the direction of the Executive Director.
 - (ii) Supervise and approve disbursement of Association funds through the Executive Director account subject to the direction of the Board.

ARTICLE V. Dues

Section 1. Unit County Relationship

- (a) Generally. The Association has a Unit County Relationship with the Pennsylvania Bar Association.
- (b) Effect of Relationship
- (i) The annual dues for an active member of the Association shall include the amount of the annual dues established for members of the Pennsylvania Bar Association.
 - (ii) The obligation of an active member of this Association to pay this Association's annual dues shall not be relieved by the member paying the annual dues owed to the Pennsylvania Bar Association.
 - (iii) The obligation of an active member of this Association to pay the Pennsylvania Bar Association's annual dues shall not be relieved by the member paying the annual dues owed to this Association.
 - (iii) The Board and the Association shall have no authority to waive or excuse any nonpayment of the annual dues owed to the Pennsylvania Bar Association.
 - (iv) If an active member cannot pay the annual dues owed to the Pennsylvania Bar Association, the member must seek relief directly from the Pennsylvania Bar Association consistent with the terms and conditions established by the

Pennsylvania Bar Association.

Section 2. Association Dues

(a) Determination of Dues

(i) Each year the Board shall determine the annual dues for active membership and associate membership in the Association.

(ii) Prior to the Association's fourth quarterly meeting of the calendar year, the Board shall approve an amount of such annual dues to be charged to members for the following year.

(iii) At the Association's fourth quarterly meeting of the calendar year, the President shall announce to the membership such amount, along with the amount of annual dues owed for membership in the Pennsylvania Bar Association.

(b) Exemptions, Exclusions, Reductions in Association Dues

The Board shall adopt a policy that provides for the procedure for reviewing exemptions, exclusions, or reductions in annual dues for membership in the Association.

(c) Collection of Dues

The Board shall adopt a policy that provides for the procedure of the collection of Association and Pennsylvania Bar Association Dues.

ARTICLE VI. Committees

Section 1. Standing Committees

(a) The Association shall have the following Standing Committees:

(i) Bench Bar Committee: The Bench Bar Committee is responsible for communicating concerns and advancing the professional relationship between members of the Association and the Judges of Centre County.

(ii) Grants Committee: The Grants Committee is responsible for receiving donation requests from the community and making recommendations to the Board regarding such requests.

(iii) Wilkinson-Campbell American Inn of Court Executive Committee: The Executive Committee administers and facilitates the activities of the Wilkinson-

Campbell American Inn of Court, which promotes collegiality and professionalism in the profession through a series of meetings, presentations, and social events.

(iv) Nominating Committee: This Committee is established in Article III, Section 5 of these Bylaws.

(v) Pro Bono Committee: The Pro Bono Committee is responsible for promoting, encouraging, and supporting pro bono and public interest activities in Centre County.

(vi) Young Lawyers Division (YLD): The YLD is responsible for organizing young lawyers to cooperate for the betterment of the profession and for the advancement and awareness of young lawyer issues.

Section 2. Ad Hoc Committees

(a) Committees may be created from time to time by the Board to address matters of interest to the Association.

(b) The Board shall establish the scope and duration of such committees.

Section 3. Committee Organization and Procedures; Reports

(a) Generally:

(i) Committees shall fix their regular time and place of meeting.

(ii) Committees shall have the general power to adopt procedures for their own government not inconsistent with the Bylaws and directions of the Board.

(b) Committee Chairperson

(i) The President-elect of the Association shall appoint a Chairperson for each Committee after the annual meeting but before the start of the new year.

(ii) The Committee may thereafter elect additional officers as the Committee deems appropriate.

(c) No Committee shall undertake any activity involving the expenditure of Association funds unless first authorized by the Board.

(d) Committees shall provide a report to the Association at each quarterly meeting.

ARTICLE VII. Meetings and Procedures

Section 1. Meetings

- (a) There shall be two (2) membership meetings of the Association each year.
- (b) The membership meetings shall be held at such time and place as the Board deems appropriate.
- (c) Special meetings may be called by a majority of the members of the Board.

Section 2. Quorum and Vote.

- (a) Twenty (20) active members of the Association shall constitute a quorum.
- (b) When a quorum is present, a majority vote of active members present at the quarterly meeting is sufficient for the adoption of any motion.

Section 3. Parliamentary Matters in General

- (a) Robert's Rules of Order, as amended, may be referred to as a guideline for orderly governance of the meetings of the Association, unless otherwise provided in these Bylaws.
- (b) Failure to maintain strict compliance with Robert's Rules of Order shall not invalidate the action taken by the Association.

ARTICLE VIII. Policies of the Association

Section 1. Purpose

- (a) The Association's governance functions shall promote accountability, responsiveness, and transparency to its membership.
- (b) Such functions can be advanced through development, implementation, and adherence to carefully developed policies that reflect the collective wisdom of our membership and the institutional experiences of the Association.

Section 2. Proposal; Vote; Notice

- (a) Proposal
 - (i) A proposal to adopt a policy, amend an existing policy, or repeal an existing policy shall be made by the Board or may be submitted by an active member of the Association to the Board for review.
 - (ii) All proposals submitted by an active member of the Association shall be

provided in writing to the Executive Director who thereafter shall notify the Board of the proposal.

(b) Vote

(i) The Board may call for a vote and may take a final vote on a proposal pursuant to Article III, Section 4 of the Bylaws.

(ii) If the Board deems appropriate, the Board may call for a vote on a proposal to be taken at a quarterly meeting of the Association and a final vote may be taken pursuant to Article VII, Section 2 of the Bylaws and paragraph (c) of this Section.

(c) Notice

(i) The Board shall provide adequate notice to the Association regarding a vote on a proposal that was taken pursuant to Section 2(b)(i) of this Article.

(ii) If the Board calls for a vote pursuant to Section 2(b)(ii) of this Article, active members of the Association must be given adequate notice of the proposal prior to the quarterly meeting in which the vote is to be held.

(1) Such notice shall be in writing and contain the substance of the proposal.

(2) Such notice may be given electronically.

Section 3. Policy Manual

(a) A proposal to adopt a policy, amend an existing policy, or repeal an existing policy that is approved by either the Board or the Association shall thereby be the policy of the Association.

(b) A policy of the Association shall be maintained in a Policy Manual that shall be kept with the Association.

(b) The Policy Manual shall be posted in a members-only section of the Association's website.

ARTICLE IX. Amendments

Section 1. Amendments Generally.

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.

Section 2. Notice

- (a) Active members of the Association must be given at least seven (7) days written notice of a vote regarding a proposal to adopt, amend, or repeal a bylaw.
- (b) Such notice shall contain the substance of the proposal.
- (c) Such notice may be given electronically.

ARTICLE X. Indemnification

Section 1. Determination to Indemnify

(a) Generally.

(i) Subject to the limitations in this Section, the Association shall indemnify the Executive Director, each member of the Board, 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.

(ii) The indemnification in Section 1(a)(i) of this Article shall be made only if a determination is made as provided in Section 1(b) of this Article.

(iii) Such indemnification shall not impair any other right any such person may have.

(b) Criteria for Indemnification Determination

(i) Person(s) to Make Determination. The determination to indemnify shall be

made by one of the following:

- (1) With the advice of counsel, members of the Board who are not involved in the claim or proceeding.
- (2) A disinterested person or persons named by members of the Board who are not involved in the claim or proceeding.
- (3) Independent legal counsel in a written opinion.

(ii) Substance of Determination. To indemnify, the person(s) who make(s) the determination must determine the following:

- (1) The Executive Director, Board member, director, officer, employee or agent acted or failed to act:
 - (A) while serving within the scope of his/her official capacity for the Association.
 - (B) in good faith.
 - (C) in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Association.
 - (D) when related to a criminal action or proceeding, with no reasonable cause to believe the conduct was unlawful.
- (2) The amount of the proposed indemnification is reasonable.
- (3) The proposed indemnification is just and proper and can be legally made by the Association under existing law.
- (4) The proposed indemnification does not relate to an act or failure to act that has been determined by a court to have constituted willful misconduct or recklessness.

(c) Advance Payment of Expenses

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.

Section 2. Insurance for Indemnification Fund

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.

Section 3. Contract Rights; Amendment or Repeal

All rights to indemnification under this Article shall be deemed a contract between the Association and the persons to be indemnified under this Article 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.

END OF BYLAWS

By-laws as of 12/11/97, revisions on October 17, 2000 for consistent style, paragraph captions and typesetting only by WIA;
Amended on 9/15/2016; Amended on 9/19/2016.