

BY-LAWS OF THE BAR ASSOCIATION OF LEHIGH COUNTY

ARTICLE I NAME

The name of the corporation is "The Bar Association of Lehigh County, PA."

ARTICLE II OBJECTS AND PURPOSES

Section 1.

To advance the science of jurisprudence and the administration of justice; to encourage a thorough legal education; to uphold the honor and dignity of the Bar; to cultivate social and professional intercourse among its members; to assist the courts in the orderly and efficient administration of justice; and to perpetuate the history of the profession and the memory of its members within this judicial district.

Section 2.

The Association shall publish the Lehigh Law Journal and maintain an office for the conduct of functions of the Association in its public and professional endeavors.

ARTICLE III MEMBERSHIP

Section 1. Active Members

Lawyers in good standing who are members of the Bar of this County and of the Supreme Court of Pennsylvania, and at the time of their application, either reside or maintain an office for the practice of law in this County. This shall include lawyers whose offices are maintained in this County by corporations for their legal staffs, lawyers who are employed as law clerks, and judges of any Court of Pennsylvania or of any Federal Court, who at the time of their appointment or election were members of this Association. Members who have retired as lawyers or judges or who no longer reside or maintain an office in Lehigh County may retain active membership or may elect to become associate members.

Section 2. Associate Members

Lawyers who at the time of application neither reside nor maintain an office for the practice of law in this County, and who are members of the Bar of the Pennsylvania Supreme Court or any Court of Record in the United States, or lawyers who have elected inactive or retired status as a member of the Bar of the Pennsylvania Supreme Court or any other Court of Record in the United States, and who, at the time of such election, were in "good standing" as a member of said Court(s), without restriction as to age of said lawyer. Associate members may not vote at membership or special meetings but may hold elective offices, serve on the board of directors and committees, vote at the board and committee meetings and may participate in educational and social activities upon payment of the requisite fees. Pennsylvania

Bar Association dues shall not be paid for associate members, nor shall they be eligible for the tuition reimbursement program.

Section 3. Honorary Members

Lawyers admitted to the Bar of any Court of Record in the United States who have made a significant contribution to the legal profession or to jurisprudence. Names suggested must be approved by a majority of the Board of Directors. Honorary members shall have no vote in any proceedings of the Association.

Section 4. Senior Members

(a) Lawyers who have been members in good standing of the Bar Association for fifty years shall be exempt from further payment of Association dues, and shall be privileged to attend business and educational meetings of the Association upon payment of any established charges therefor.

(b) Lawyers who qualify as senior members of the Pennsylvania Bar Association ("PBA") shall be exempt from further payment of that portion of Association dues which represents annual PBA dues actually paid to the PBA by this Association. This section in no way affects the rights of senior members as described in Section 4(a).

Section 5. Disbarment or Suspension

The disbarment or suspension of an attorney from practice shall automatically operate as an expulsion of said attorney from membership in the Association.

Section 6. Application

Any attorney eligible for active or associate membership shall make written application to the Secretary who shall submit the same to the Board of Directors. Election to membership shall require an affirmative vote of two-thirds of the Board members present and voting.

Section 7. Affiliate Members

A Paralegal may become an Affiliate Member of the Bar Association of this County upon application to the Secretary who shall submit the same to the Board of Directors. Election to membership affiliation shall require an affirmative vote of two-thirds of the Board members present and voting. A Paralegal, for purposes of these By-laws, shall be a person who is not a member of the Bar, but who is qualified as a paralegal by being graduated from an ABA approved paralegal training program or have ten (10) years experience working as a paralegal or the equivalent education or work experience, as may be determined by the Paralegal Liaison Committee and the Board of Directors and who is employed by an attorney, law firm, governmental entity or corporation in a capacity or function that involves the performance, under the direction or supervision of an individual attorney or attorneys, of specifically delegated substantive legal work, which work, for the most

part, requires sufficient knowledge of legal precepts such that, absent that paralegal, the attorney would be required to perform such legal work.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. Officials

The officials of the Association shall consist of (a) up to sixteen Directors elected by the membership and such Honorary Directors, with voice but no vote, as from time to time may be elected by two-thirds of the Board of Directors, for terms of two years and (b) the Officers, consisting of a President, President-elect, Vice President, Secretary, Treasurer and Historian and such other officers as the Association may create. The offices of Secretary and Treasurer may be held by one person.

Section 2. Annual Election

Directors, except Honorary Directors, and Officers shall be elected each year at the annual meeting in January. The Officers shall be elected for a term of one year; and the Directors shall be elected for a term of two years, six of whom shall be elected each year. They shall enter upon their duties immediately upon their election and shall hold office until their successors are elected.

Section 3. Vacancies

All vacancies in office shall be filled by the Board of Directors.

Section 4. Successive Terms

All Directors and Officers shall be eligible for successive terms except the President, who shall be limited to two successive terms.

Section 5. Officers and Directors

Officers and Directors who miss two (2) meetings, in any calendar year, that are unexcused absences as determined by the President shall be removed from the Board with the right to appeal the decision to the Executive Committee within ten (10) days from the date of the notice of removal. An excused absence shall be work related or health related or such other circumstances as defined by the President. Following the appeal process, if the removal is not sustained the Executive Committee shall reinstate the Officer or Director.

Section 6. Indemnification

(a) The Association shall secure indemnity insurance against wrongful acts made by the Association or any of its agents. This insurance will be for the benefit of the Officers and Directors of the Association, Members of the Association actively serving on committees as volunteers, and Employees of the Association, the Association and the Members and Employees hereafter collectively referred to as the Insureds. The scope of coverage will include, without

limitation, any act, or failure to act, within the scope of the Insureds respective duties and/or obligations which are undertaken in their official capacity in fulfilling those duties and/or obligations to the Association.

(b) The Association shall maintain and pay for such indemnity insurance, as may be available from time to time, to indemnify the Insureds for any wrongful act, or failure to act, for the full extent of any term or terms a Member shall hold office as an Officer or Director, or actively serve on a Committee, or for the period of time an Employee is employed by the Association, and such indemnification will continue as to such Member who has ceased to be an Officer, Director or Committee member, or to such person who has ceased to be employed by the Association for any wrongful act, or for failure to act, during their elected or appointed term or their period of employment, which indemnification will inure to the benefit of the respective spouses, heirs, executors or administrators of the Insureds.

(c) Nothing in these By-Laws shall preclude the Directors, by majority vote, from providing indemnification to any Officer, Director or Member who actively served on a Committee, or Employee for any act, or failure to act, in their official capacity which may not be covered by said Indemnity Insurance.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition

The Officers, the immediate Past-President, such Past-President's immediate predecessor, and the Directors, including Honorary Directors if any, shall constitute the Board of Directors.

ARTICLE VI DUTIES OF OFFICERS

Section 1. The President

The President shall exercise general supervision of the Association, shall see to the proper functioning of its activities and to the enforcement of the By-Laws, and for these purposes may issue such orders as shall be deemed necessary.

Section 2. The President-Elect and The Vice President

The President-elect and the Vice President shall assist the President and in the President's absence or disability the President-elect shall preside at the meetings of the Association. In the event of the absence or disability of both the President and the President-elect, the Vice President shall preside at the meetings of the Association.

Section 3. The Secretary

The Secretary shall keep a record of the proceedings of all membership and Board of Directors meetings and of all other matters of which a record shall be deemed advisable. The Secretary shall as far as practicable assist the President in the general supervision of the

Association and shall also take care of all correspondence for the Association when so advised by the President or the Board of Directors.

Section 4. The Treasurer

The Treasurer shall oversee the collection and distribution of all funds of the Association under the direction of the Board of Directors. The Treasurer shall see that regular accounts are maintained, such accounts at all times to be open to the inspection of any member of the Board of Directors, and shall make financial reports to the Board of Directors and to the members at their meetings.

Section 5. Historian

The Historian shall keep a biographical record of all members of the Association and a historical record of the major outstanding events of the Association and of the Officers and Directors thereof.

Section 6. Parliamentarian

A Parliamentarian may be appointed annually by the President and advise the presiding officer at any regular or special membership meeting of the Association, or any meeting of the Board of Directors, as to procedure and be guided by Robert's Rules of Order.

Section 7. Officers and Directors, Generally

The Officers and Directors of the Association, as appointed annually by the President, shall serve as the respective chairpersons of standing or special committees, or sub-committees, supervising all activities of said committees and sub-committees, and reporting such activities periodically to the President and to the Board of Directors.

ARTICLE VII EXECUTIVE DIRECTOR

The Executive Director, under the direction of the Board of Directors and the Officers of the Association, shall supervise the staff and office functions of the Association; shall be responsible for the implementation of the Association policies, shall keep the Officers and members informed of the developments affecting the practice of law, the legal profession and of the activities of other associations; shall advise the Officers of Association policy; and shall explain programs and policies to members and to the staff. The Executive Director shall be an ex-officio member of each committee and sub-committee of the Association.

ARTICLE VIII NOMINATIONS AND ELECTIONS

The Board of Directors shall nominate Officers and Directors to be elected each year at the annual meeting. Additional nominations may be made from the floor. All elections shall be by secret ballot unless this requirement be waived by unanimous consent.

ARTICLE IX MEETINGS

Section 1. Regular Meetings

There shall be each year at least three regular meetings of the Association, the annual meeting in January, a spring meeting and a fall meeting, said meetings to be held at Bar Association of Lehigh County or such other place and at such times as the Board of Directors shall direct. At the regular meetings and at any adjourned meeting thereof, all the powers of the Association may be exercised.

Section 2. Special Meetings

The President may call a special meeting of the Association at any time and shall call such a meeting upon the written request of five members of the Association. At such special meeting no business shall be transacted, except such as shall be specified in the call thereof. At least forty-eight hours of notice of a special meeting shall be given by the Secretary, 6 of this Article, but no notice shall be required to be sent of an adjourned special meeting.

Section 3. Quorum

The presence of fifteen members at any regular or special meeting shall be necessary to constitute a quorum for the transaction of business, provided that the President, with the approval of the Board of Directors may submit to the members by mail any special or urgent matter for consideration, and a return vote of approval by the majority of members of the Association shall be necessary to carry the matter.

Section 4. Order of Business

At the regular meetings of the Association the order of business shall be as follows:

- a. Reading minutes of preceding meeting
- b. Report of Board of Directors
- c. Report of Treasurer
- d. Reports of regular and special committees
- e. Old and New Business
- f. Election of Officers

The order of business may be changed by a vote of the majority of members present.

Section 5. Rules

The parliamentary rules as contained in Roberts Rules of Order, otherwise than as herein provided, shall govern all meetings of the Association.

Section 6. Board of Directors Meetings, Quorum

Regular meetings of the Board of Directors shall be held in advance of the regular meetings of the Association. Other meetings of the Board of Directors may be called whenever the President shall deem necessary or upon a request of a member of the Board. Meetings of the Board of Directors will be held at the Association building, or at any other location as may be deemed necessary by the President. The President may submit to the Directors by mail, facsimile transmission, or advanced communication technology any special or urgent matter for immediate consideration, discuss the matter by telephone conference or by individual telephone discussions with the Directors or by other advanced communications technology, and receive a return vote on the matter by mail, facsimile transmission, electronic mail or any other advanced communication technology displaying the signature or other identification of the individual Directors. The entire Board of Directors must be contacted in the manner set forth above, with the Secretary certifying that such has been done in accordance with these By-laws. A majority of the Board of Directors attending and/or participating in a meeting must cast votes for any matter to be approved or defeated with the returned votes being retained by the Secretary and the action taken confirmed to the Directors at the next regular meeting. The participation of seven members at any meeting of the Board shall constitute a quorum.

ARTICLE X COMMITTEES

Section 1. Standing Committees

The President shall appoint the following standing committees and shall designate the chairpersons and members of each committee in accordance with these By-laws.

- (a) The standing committees shall be as follows:
 - (1) Finance
 - (2) Legal Practice
 - (3) Membership Welfare
 - (4) Public Relations
 - (5) Young Lawyers
 - (6) Past Presidents
- (b) The standing committees may be comprised of various sub-committees having responsibilities and duties related to those of the standing committees. Each sub-committee shall be assigned to, function under, and be governed by the related standing committee. The President may add a new sub-committee, remove an existing sub-committee, or reorganize the sub-committees under different standing committees, to be consistent with (and without amendment to) these By-Laws.
- (c) The standing committees may be comprised of the following sub-committees:
 - (1) Finance –
 - (i) Budget

- (ii) Investments
- (iii) Personnel
- (iv) Law Journal
- (v) Buildings and Grounds
- (2) Legal Practice -
 - (i) Legal Referral/Legal Services
 - (ii) Dispute Resolution
 - (iii) Fee Dispute
 - (iv) Unauthorized Practice of Law
 - (v) Criminal Defense
 - (vi) Judicial Selection
 - (vii) Bench/Bar Liaison
 - (viii) Continuing Legal Education
- (3) Membership Welfare -
 - (i) Constitution and By-Laws
 - (ii) Member Welfare
 - (iii) Blood Bank
 - (iv) Substance Abuse Prevention
 - (v) Insurance
 - (vi) Entertainment
- (4) Public Relations -
 - (i) Community Services
 - (ii) Law Day
 - (iii) Legislative Liaison
 - (iv) Medical Society Liaison
 - (v) Realtors Liaison
 - (vi) News Media Liaison
 - (vii) Scout Explorers
- (d) Each of the standing committees shall be chaired by an Officer or Director appointed annually by the President, except that the chairpersons of the Young Lawyers and Past Presidents committees shall be elected from among their respective committee members. The membership of each standing committee shall be comprised of the chairperson of the related sub-committees and other

members as may be designated annually by the President or as set forth in these By-laws.

- (e) Each of the sub-committees shall be chaired by a member appointed annually by the President who shall also serve as a member of the related standing committee. The membership of each sub-committee shall be comprised of the chairperson and other members as may be designated annually by the President.

Section 2. Responsibilities and Duties of Standing Committees

- (a) The Finance Committee shall oversee and govern those sub-committees assigned by the President and functioning under said standing committee through periodic meetings, make reports of its activities to the Board of Directors, and have, without restriction, the following duties:
 - (1) Prepare a budget for the Association for the ensuing year and file said budget with the Secretary at least one (1) month prior to the regular meeting of the Association held during the fourth calendar quarter of the year for consideration by the Board of Directors. Following consideration by the Board of Directors, the proposed budget shall be submitted to the membership for approval at the regular meeting of the Association.
 - (2) Maintain a record of investments of the Association and prepare periodic recommendations to the Board of Directors for investing the funds of the Association.
 - (3) Maintain a record of employees of the Association, prepare periodic evaluations of those employees, and make recommendations regarding staffing and duties.
 - (4) Manage the affairs and activities of the Lehigh Law Journal.
 - (5) Manage the building and grounds which is the headquarters of the Association.
- (b) The Legal Practice Committee shall oversee and govern those sub-committees assigned by the President and functioning under said standing committee through periodic meetings, make reports of its activities to the Board of Directors, and have, without restriction, the following duties:
 - (1) Oversee the referral of persons to qualified members of the Association from the Lawyer Referral Service of the Association.
 - (2) Maintain panels of members of the Association to hear disputes between and/or among adverse parties and resolve such disputes in accordance with the Arbitration Act of June 16, 1932, P.L. 715 Sections 107, 5 P.S. 127, and amendments thereto.
 - (3) Maintain panels of members of the Association to hear disputes between clients and members of the Association regarding amounts of fees, except in matters wherein fees are set by law and matters in which a court or agency must determine the amount of fees at some stage of a formal proceeding; provided, however, that no question of ethical

conduct shall be heard or decided. Only an advisory opinion which is non-binding upon the parties to the dispute shall be rendered, unless all parties agree, prior to the hearing, to be bound by the decision of the panel, in accordance with the Arbitration Act of June 16, 1932, P.L. 715 Sections 107, 5 P.S. 127, and amendments thereto.

- (4) Investigate each instance of the unauthorized practice of law reported to or discovered by the Association.
- (5) Maintain a panel of members of the Association for the representation of indigents (and others) charged with criminal offenses.
- (6) Maintain a panel of members of the Association for the consideration of the qualifications of the candidate(s) for appointment, election, or retention to or in any court in accordance with the following:
 - (i) The panel shall consist of nine (9) members which shall include the President, President-elect, Vice President, the three (3) Immediate Past Presidents, and three (3) members of the Association (who are not members of the Board of Directors) to be elected by the Board of Directors at the first meeting subsequent to the annual meeting of the Association. A vacancy, occurring for any reason, shall be filled by the Board of Directors. A member of the Association who has been appointed to a trial or appellate court nominating committee shall not be excluded from the panel for reason of such appointment.
 - (ii) The panel shall meet to evaluate the qualifications of any candidate for judicial office and provide the candidate the opportunity to appear before the panel giving notice in the Lehigh Law Journal of the date and place of the meeting(s), along with the name(s) of the candidate(s) to appear to permit members of the Association to submit comments. The panel may require each candidate to complete a personal data questionnaire to aid in the evaluation of the candidate.
 - (iii) The panel may rate each candidate as Exceptionally Well Qualified, Well Qualified, Qualified, or Not Qualified, and shall report its rating(s) in each case to the Board of Directors; if the evaluation is preliminary to an appointment, the panel shall also report its rating(s) to the appointing authority; and, if the evaluation is preliminary to an election or retention, the panel shall report its rating(s) of the candidate(s), in alphabetical order, simultaneously to the members of the Association in the Lehigh Law Journal and to the public by submitting its report to a newspaper of general circulation in sufficient time prior to the election in which the candidate(s) will be nominated, elected or retained.
- (7) Promote relations between the Courts and the Association.

- (8) Promote competency in the law among the members of the Association through continuing legal education.
- (c) The Membership Welfare Committee shall oversee and govern those sub-committees assigned by the President and functioning under said standing committee through periodic meetings, make reports of its activities to the Board of Directors, and have, without restriction, the following duties:
- (1) Maintain a panel of members of the Association for the continuing consideration of the governing rules of the Association and compliance with all local, state and federal laws.
 - (2) Provide for and convey suitable messages of sympathy, cheer and/or congratulations to the members of the Association and their families on appropriate occasions, as well as arrange and conduct annual Bar Memorials, testimonials and such other tasks or events as may be requested by the President.
 - (3) Sponsor and solicit contributions to a Blood Bank on behalf of the Association.
 - (4) Maintain a panel of members of the Association to counsel other members in preventing substance abuse.
 - (5) Evaluate plans of insurance for members of the Association.
 - (6) Arrange for all banquets and other social affairs of the Association.
- (d) The Public Relations Committee shall oversee and govern those sub-committees assigned by the President and functioning under said standing committee through periodic meetings, make reports of its activities to the Board of Directors, and have, without restriction, the following duties:
- (1) Plan and supervise all public relations programs concerning the relations of the Association and its members with the public and/or concerning law related topics which are believed to be of interest to the public, e.g. Law Day, Lehigh Law Line, etc.
 - (2) Promote relations between the Association and local, state and federal legislators, health care practitioners, realtors, and the news media.
 - (3) Promote and/or supervise an Explorer Troop in cooperation with the Boy Scouts of America, if sufficient interest is demonstrated to the Association.
- (e) The Young Lawyers Committee shall foster and promote interest in the Association by any member who either has not yet attained the age of thirty-eight (38) years or if such person has attained the age of thirty-eight (38) years and was not first admitted to the practice of law in any jurisdiction more than five (5) years prior thereto through periodic meetings and the sponsoring of other events and make reports of its activities to the Board of Directors.

- (f) The Past Presidents Committee shall foster and promote interest in the Association by any member who was a president of the Association through periodic meetings and the sponsoring of other events and make reports of its activities to the Board of Directors.

Section 3. Special Committees

The President may also appoint special committees, shall designate the chairpersons and members of each committee, and set forth the responsibilities and duties of any such committee. The appointment of any special committee, its chairperson and members, as well as its responsibilities and duties, shall be reported to the Board of Directors.

Section 4. Additional Provisions

- (a) Any committee or sub-committee shall have the power, when and as necessary, to make rules for the appropriate exercise of its duties.
- (b) The President shall be an ex-officio member of all committees and sub-committees. The Secretary and Treasurer shall be members of the Finance Committee.
- (c) The President may redefine the responsibilities and duties of the various committees and sub-committees to add, remove or reallocate such responsibilities and duties with the approval of the Board of Directors without the need to amend these By-Laws until the next annual meeting of the Association.

ARTICLE XI ADMISSION FEES AND DUES

Section 1. Admission Fees

The admission fee shall be fixed by the Board of Directors, to be paid by the applicant immediately after election to the Association, or as an Affiliate to the Association. This admission fee shall be in lieu of all dues for the current year in which the applicant becomes a member.

Section 2. Dues

- (a) The annual dues for active and associate members, and for affiliate members, shall be fixed by the Board of Directors, payable on or before the date fixed by the Board of Directors. A member in default of said dues may be dropped from membership by the Board of Directors upon thirty days notice, and in such event the Executive Director is directed to strike the name of such member from the roll. Any member reinstated must pay all delinquent dues. The Board of Directors from time to time and for good and sufficient reason, may relieve members from the payment of dues.
- (b) Any active member who is a member of the Bar of this County and a member of the Bar of any other Pennsylvania County and who pays annual dues to the Bar Associations of both counties, which annual dues include payment of dues to the

Pennsylvania Bar Association, may elect to have only one Bar Association pay such dues to the Pennsylvania Bar Association. Notice of election and certification of payment of dues to the Pennsylvania Bar Association shall be made annually to the Executive Director in writing prior to the date fixed for payment of annual dues by the Board of Directors. Upon receipt of said Notice and verification of payment of dues to the Pennsylvania Bar Association by the elected Bar Association on behalf of the active member, the annual dues of such active member shall be reduced to the amount of dues payable by an associate member.

Section 3. Assessments

The Board of Directors shall have the power to make such assessments from time to time as it shall deem necessary, not to exceed twenty-five dollars per member in any one year.

ARTICLE XII SECTIONS

Section 1. Permitted Sections

Sections may be established within the membership of the Association upon approval by the Board of Directors. The Board of Directors may disband any Section.

Section 2. Composition and Purposes of Sections

- (a) A Section shall consist of those members of the Association who share a special interest in a particular area of the law.
- (b) A Section, consistent with the By-Laws of the Association and to further stated objectives and purposes of the Association, shall foster continuing education to the benefit of all Association members, in the field of law for which it is established.
- (c) Consistent with the By-Laws of the Association, a Section shall function, at all times, through, and in conjunction with the appropriate standing committee of the Association with respect to a Section's purpose of continuing education.

Section 3. Funding of Sections

- (a) The Board of Directors will fix an annual dues for active members of a Section over and above the annual dues charged by the Association payable on or before the date fixed by the Board of Directors. Consistent with its By-Laws, the Association shall oversee the collection and distribution of a Section's funds.
- (b) The Association through its Board of Directors, may, from time to time, approve the allocation of funds to a Section in order to assist the Section in meeting its general purposes and objectives.

ARTICLE XIII AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Association provided that any proposed amendment must first be approved by the Board of Directors or must be submitted in writing to the Association by five members, and that in any event notice of any proposed amendment shall be given at least two weeks prior to the membership meeting.

Revised/amended Art. III, §§ 1, 2, 4(b), 7; Art. IV, §§ 1, 5, 6; Art. VI, § 6; Art. IV, §§ 1, 2; Art. 10, § 2(e) - January 17, 2013

Revised/amended Art. III, §§ 7 - January 16, 2010

Revised/amended Art. XI, §§ 1, 2 - January 16, 2010

Amended Art. IX, § 6; Art. X, § 1(a), (d) - January 12, 2006

Revised/amended Art. III, §§ 3, 4 - January 10, 2002