

## 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 the Supreme Court of Pennsylvania, and who, at the time of their application, either reside or maintain an office for the practice of law in this County shall be eligible for Active Membership. This shall include lawyers whose offices are maintained in this County by corporations, unincorporated entities and governments for their legal staffs, lawyers who are employed as law clerks, and judges of any Court of Pennsylvania or of any Federal Court. Active Members must choose Lehigh County as their home County for purposes of membership in the Pennsylvania Bar 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. An Active Member who selects a County other than Lehigh as his or her home County for purposes of membership in the Pennsylvania Bar Association shall thereby automatically become an Associate Member of the Bar Association of

Lehigh County. Only Active Members and Senior Members of this Association may vote at membership or special meetings, hold elective offices or serve on the Board of Directors.

## 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, but are members of the Bar of the Supreme Court of Pennsylvania or the Bar of 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 Supreme Court of Pennsylvania 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 shall be eligible for Associate Membership. Associate Members may not vote at membership or special meetings, hold elective office or serve on the Board of Directors, but may serve on committees, vote at 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.

## 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 may be selected for Honorary Membership. 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, nor shall they hold any Office or Board position.

## Section 4. Senior Members

(a) Lawyers who have been Members in good standing of this 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

(a) Any member of this Association who is administratively suspended from the practice of law in Pennsylvania for failure to pay the annual fee and/or file the form required by subdivisions (a) and (d) of Pennsylvania Disciplinary Enforcement Rule 219 or was reported to the Court by the Pennsylvania Continuing Legal Education Board under Rule 111(b), for having failed to satisfy the requirements of the Pennsylvania Rules for Continuing Legal Education (or the successor rules to these rules) shall automatically lose membership in this Association but shall be automatically reinstated as a member of this Association when the suspension terminates.

(b) Any member of this Association who is otherwise suspended from the practice of law or disbarred from the practice of law in Pennsylvania shall be automatically expelled from membership in this Association. Upon reinstatement to the practice of law in Pennsylvania, such expelled member shall be eligible to reapply for membership in this Association.

(c) Any member of this Association, who is not a member of the Bar of the Supreme Court of Pennsylvania, and thus not included in 5 (a) or (b) above, who is suspended or disbarred from the practice of law by his or her home Bar shall be automatically expelled from membership in this Association. Upon reinstatement to the practice of law by his or her home Bar, such expelled member shall be eligible to reapply for membership in this 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 this Association upon application to the Board of Directors. Election to Affiliate membership 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 American Bar Association (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 or unincorporated entity 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. An Affiliate Member may only vote or hold office in the Paralegal affiliate organization.

#### Section 8. Student Membership

Students who are currently enrolled at a law school accredited by the ABA, or who have graduated from such an accredited law school within the current calendar year and have not yet completed, or received the results of, a bar examination are permitted to become a Student Member, provided they are domiciled in Lehigh County. Persons licensed to practice law who are attending a law school for graduate or other courses shall not be eligible for this membership category. Student Members shall not have voting rights in this Association, nor shall they be permitted to hold any office in this Association, but are encouraged to join and participate in Association committees and activities. Student Members shall receive such benefits as Members in the Association as shall be determined from time to time by the Board of Directors.

#### Section 9. Effect of Termination and Non-Transferability of Membership

The right of an Active or Senior Member to vote, and the right, title and interest of such Active or Senior Member in or to the Association or its property, shall cease on the termination of membership. No member may transfer his or her membership or any right arising therefrom. All memberships shall terminate upon the death of a member.

### ARTICLE IV. DIRECTORS AND OFFICERS

#### Section 1. Officials

The Officials of the Association shall consist of (a) up to twenty Directors elected by the membership 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.

## Section 2. Annual Election

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. 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

Directors, Historian and Parliamentarian shall be eligible for successive terms. Other Officers shall be limited to one term.

## 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, consisting of the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer, 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 by the Executive Committee the Officer or Director shall be reinstated.

## Section 6. Indemnification

(a) The Association shall secure indemnity insurance against intentional, negligent, wrongful or unlawful 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 intentional, negligent, wrongful or unlawful acts, 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 intentional, negligent, wrongful or unlawful acts, 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

The Officers, the immediate Past President, that Past President's immediate predecessor, and the Directors 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, shall preside over the meetings of the Board of Directors and regular and special meetings of the Association and for these purposes may issue such directives as 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 general and special meetings of the Association and Board of Directors. 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 Board of Directors and general and special 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 and shall prepare 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 determine that regular accounts are maintained. Such accounts shall at all times be open to inspection by Members of the Association and the Board of Directors. The Treasurer shall make financial reports to the Board of Directors and to the Association at general and special meetings.

### Section 5. Historian

The Historian shall keep an historical record of the major events of the Association and the professional accomplishments of its Members.

### Section 6. Parliamentarian

A Parliamentarian may be appointed by the President to advise the presiding officer at Board of Directors meetings and any general or special meetings of the Association, as to procedural matters, which shall be based on Robert's Rules of Order as nearly as practicable.

### Section 7. Officers and Directors

The Officers and Directors of the Association shall attend meetings of the Board of Directors and general and special meetings of the Association, shall transact the business of the Association, and shall support the interests

and efforts of the Association.

## 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 of the Association.

## ARTICLE VIII. NOMINATIONS AND ELECTIONS

No later than in the calendar month prior to the annual meeting of the Association, the Board, sitting as a nominating committee, shall select a slate of nominees for Officers and Directors to be elected at that annual meeting. This slate of nominees, selected by the Board, shall be published in the Law Journal at least once prior to the annual meeting. Additional nominations may also be made from the floor at the annual meeting by any active member of the Association. Elections shall be held by secret ballot unless waived by unanimous consent of the active membership.

## ARTICLE IX. MEETINGS

### Section 1. Regular Meetings

There shall be at least three regular meetings of the Association each year: (1) the annual meeting in January; (2) a spring meeting; and, (3) a fall meeting. These meetings are to be conducted at the site of the Bar Association of Lehigh County, or such other place as determined by the majority of the Board of Directors.

### Section 2. Special Meetings

Special meetings of the Association may be called by the President at any time or shall be called by the President upon the written request of five Members of the Association stating the purpose of the meeting. At special meetings no business shall be transacted, except as specified in the call thereof. At least forty-eight hours of notice to the Members by the Secretary



is needed for a special meeting.

### Section 3. Quorum

The presence of fifteen Active Members at any regular or special meeting shall be necessary to constitute a quorum for the transaction of business.

### 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 the 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

All matters concerning the conduct of meetings of the Members not provided in these By-Laws shall be determined in accordance with Robert's Rules of Order, or such other procedures or rules as the Board shall adopt from time to time.

### Section 6. Board of Directors Meetings, Quorum

Regular meetings of the Board of Directors shall be held each month, except August. Other meetings of the Board of Directors shall be called whenever the President deems necessary or upon a request of a Member of the Board. Meetings of the Board of Directors will be held at the site of the Bar Association of Lehigh County, or at any other location as may be deemed necessary by the President.

The President may submit to the Directors any special or urgent matter for immediate consideration, discuss the matter with the Directors, and receive a return vote on the matter by mail, facsimile transmission,

electronic mail, telephone communications, or any other advanced communication technology. 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 may 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 Board of Directors shall have the authority to create, dissolve and determine the duties and responsibilities of the standing committees of the Association. The standing committees in existence at the time of the adoption of this Article of the By-Laws shall remain in existence subject to future action of the Board. All subcommittees of those committees shall become independent standing committees and shall no longer be subcommittees of any other standing committee. The following are the initial standing committees: Bankruptcy, Bench Bar Conference, Bench Bar Liaison, Building & Grounds, Continuing Legal Education, Community Service, Criminal Law, Estates/Trusts, Fee Dispute, Federal Practice, Finance/Investment, Law Day, Law Journal, Lawyer Referral Service, Membership Services, Medical Society Liaison, Past Presidents, Paralegal Association, Personnel, Real Estate Practice, Social Security Disability, Solo Practice, Transactional Law, Unauthorized Practice, Young Lawyers, Women of the Bar, and Workers Compensation. These committees and any future committees created by the Board pursuant to these By-Laws, are subject to the authority of the Board set forth in the first sentence of this Section.

### Section 2. Special Committees

The President or the Board may create special committees of the Association as he, she or they deem necessary and appropriate. Special Committees shall have such duties and responsibilities as assigned to them by the President or the Board. A special committee shall remain in existence until the special committee's purposes and duties have been completed. The President shall dissolve such committee upon the committee reporting the

completion of its purposes and duties or by *sua sponte* action of the President. The special committees of the Association in existence at the time of the adoption of this Article of the By-Laws shall remain in existence subject to future action of the President. These committees are: Committee to Revise the By-Laws, and the Committee to Revise the Judicial Evaluation Process and Procedures.

### Section 3. Appointment of Committee Members and Chairs of Committees

(a) Except as further provided in Sub-Section (b) below:

(1) The President-Elect, prior to the annual meeting at which he or she assumes office, shall appoint the Chairs and Members of the standing and special committees.

(2) The President shall appoint the Chair and members of the standing and special committees and fill vacancies on said committees during the President's term of office.

(b) The membership of the Young Lawyers Committee shall include all those Active Members of this Association who have not yet attained the age of thirty-eight (38) years. The members of the Past Presidents Committee shall consist of all living Past Presidents of this Association. The Chairs of the Young Lawyers and Past Presidents committee shall be elected from the membership of their respective committees.

### Section 4. Judicial Evaluation Committee

(a) The Judicial Evaluation Committee shall be a permanent standing committee of the Association. It shall evaluate the qualifications of every candidate seeking election for judicial office on the Court of Common Pleas of Lehigh County. The Committee shall provide each candidate for such office the opportunity to appear before it and give notice to the Members of the Association to provide the Committee with written comments concerning those candidates prior to their appearance. The Committee shall prepare a questionnaire for each candidate to complete prior to his or her appearance before the Committee. This questionnaire may be periodically revised and updated by the Committee, subject to approval by the Board.

(b) The members of the Committee shall include the current President and President-Elect, who shall serve only in the year of their incumbency in that or those Association offices. The balance of the Committee shall be

appointed by the Board and shall consist of Members who are experienced practitioners with an understanding of the workings of the Court. The appointees shall include members with experience in each of the areas of practice before the Court, *viz.*, at least one member with criminal law, one member with family law, one member with civil law and one member the orphans' court experience. The members of the Committee appointed by the Board shall be appointed to initial terms of one, two and three years. Subsequent appointees shall be appointed to three-year terms. The Committee shall be non-partisan and no member of the Committee shall during his or her term of office endorse or contribute to the campaign of any judicial candidate which the Committee will evaluate.

(c) The Committee shall evaluate each candidate on the basis of these qualities: integrity, legal ability, breadth of legal experience, judicial temperament, work ethic and fairness.

(d) The Committee shall rate each candidate as either Highly Recommended, Recommended or Not Recommended. A rating of "Not Recommended" or "Recommended" will require the vote of a simple majority of the Committee. A rating of "Highly Recommended" will require the vote of two-thirds of the Committee. Each rating shall contain a written rationale for the evaluation, based primarily on the criteria set forth in the previous paragraph and may include that an individual candidate declined to participate in the process, plus whatever else affected the Committee evaluation. The Committee shall report the ratings of and narrative for each candidate to the Board of Directors. The Committee shall report its rating(s) of and narrative(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 or elected.

(e) The Board shall determine the number of members of the Committee.

(f) The Committee shall elect its Chair who shall serve a term of two years. The Chair may be re-elected to only one successive term.

(g) The Committee with the approval of the Board may establish such additional rules and procedures as deemed appropriate.

(h) Retention election evaluations shall continue to be made by a

written secret vote of the Membership of the Association. The results of these plebiscites shall be disseminated to the Membership and to the public.

## ARTICLE XI. DUES

The annual dues, if any, for Active, Associate, and 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.

## 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 for the benefit of all Association Members, in the field of law for which it is established.

### Section 3. Funding of Sections

(a) The Board of Directors may 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 to the Members at least two weeks prior to the membership meeting.