

BYLAWS

OF

CUMBERLAND COUNTY BAR
ASSOCIATION

REVISION DATE: REVISED ON JANUARY 18, 2007

**BYLAWS OF
CUMBERLAND COUNTY BAR ASSOCIATION**

ARTICLE I

NAME AND LOCATION OF CORPORATION

Section 1.1 NAME. The name of this Corporation shall be **Cumberland County Bar Association**.

Section 1.2 LOCATION. The registered office and place of business of corporation shall be 2 Liberty Avenue, Carlisle, Cumberland County, Pennsylvania 17013.

ARTICLE II

PURPOSES AND POWERS

Section 2.1 PURPOSES. This Corporation is organized exclusively for the tax exempt purposes of promoting education, fellowship and ethics among local lawyers and fostering public awareness of the legal system and the individual's rights therein and other purposes and activities as defined by Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No part of the net earnings of the Corporation shall inure to the benefit of any individual and no Member, Director, Officer or employee of Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services effecting the corporate purposes. Accordingly, notwithstanding anything to the contrary herein contained, no activity or undertaking carried on by the Corporation shall be such that is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(6), Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

Section 2.2. POWERS. This corporation shall have and exercise such powers in the furtherance of its purposes as are now or may hereinafter be set forth in Articles of Incorporation. This Corporation is empowered:

Section 2.2.1. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary incidental to the purposes of this Corporation described herein.

Section 2.2.2. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien upon the Corporation's property.

Section 2.2.3. To do and perform all acts reasonably necessary to

accomplish the purposes of the Corporation.

Section 2.2.4. To exercise such other powers which may be granted unto nonprofit corporations under the laws of the Commonwealth of Pennsylvania from time to time, provided that the exercise of any such other power is not in conflict with any other powers specifically limited herein or in violation of any other limitations imposed upon the Corporation under and by virtue of its Articles of Incorporation and these Bylaws and any provisions or amendments thereto in force and effect.

Section 2.3. LIMITATIONS. The purposes and powers of this Corporation, in addition to any other limitations contained in these Bylaws or in the Articles of Incorporation shall be limited as follows:

Section 2.3.1. No part of the net earnings of the Corporation shall incur to the benefit of any individual and no Member, Director, Officer or employee of Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in and effecting the corporate purposes.

Section 2.3.2. Upon the dissolution of the Corporation, after paying or making provisions for payment of all of the liabilities of the Corporation, the Regular Members shall dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes and activities as permitted in Section 501(c)(6), Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Cumberland County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERS

Section 3.1. QUALIFICATIONS. The Members of this Corporation shall be the Regular Members, as defined in Section 8.1.1.

Section 3.2. POWERS. The business and affairs of this Corporation shall be managed and controlled by the Board of Directors, except that the following powers are reserved exclusively to the Regular Members and no attempted exercise of any such powers by anyone other than the Regular Members shall be valid or of any force or effect whatsoever.

Section 3.2.1. The Regular Members shall have exclusive authority to exercise the following powers:

Section 3.2.1.1. To elect the Directors of this Corporation.

Section 3.2.1.2. To elect the Officers of this Corporation.

Section 3.2.1.3. To amend, alter, modify or repeal the Articles of Incorporation and these Bylaws.

Section 3.2.1.4. To approve the acquisition, purchase, sale, leasing outside the ordinary course of business, transfer encumbrance of land or building, and the construction or demolition of buildings owned by the Corporation for which the Corporation has or will have equitable or legal title.

Section 3.2.1.5. To approve any merger, consolidation, organization, reorganization, joint venture or other modification of the corporate structure or affiliations affecting the autonomy and governance of this Corporation or relation to any other corporation.

Section 3.2.1.6. To grant prior approval to incur any capital debt or other obligations of this Corporation in excess of \$25,000.00.

Section 3.2.1.7. To dissolve or terminate the existence of this Corporation and determine the distribution of assets upon termination or dissolution subject to the provisions of Section 2.3.2 hereof.

Section 3.3. MEETINGS.

Section 3.3.1. ANNUAL MEETING. The annual meeting of the Corporation shall be held once during each calendar year before the end of March.

Section 3.3.2. SPECIAL MEETINGS. Special meetings of the Corporation as may be required upon the call of the President or upon written request of ten (10) Regular Members.

Section 3.3.3. WRITTEN NOTICE. Regular Members shall receive at least ten (10) days' written notice of the annual meeting or special meeting. Said written notice shall be given to Regular Members either personally or by sending a copy thereof by first class mail, postage prepaid, to the Regular member's address. If the notice is sent by mail it shall be deemed to have been given to the Regular Member when deposited in the United States Mail.

Section 3.3.4. CONTACT. The notice of an annual or special meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws.

Section 3.3.5. ATTENDANCE. Attendance of a Regular Member at an annual meeting or special meeting shall constitute a waiver of notice

of such meeting, except where a Regular Member attend the annual meeting or special meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.3.6. SPECIAL REQUIREMENTS-SPECIAL MEETING. The notice of a special meeting shall set forth the purpose of the special meeting. Only the matter identified in the notice of special meeting shall be addressed at the special meeting.

Section 3.4. QUORUM. A quorum for the transaction of business at any meeting shall consist of twenty-five (25) Regular Members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. NUMBER AND QUALIFICATIONS. The affairs of this Corporation shall be managed by a Board of Directors which shall be composed of eleven 11 Directors as follows:

Section 4.1.1. The officers of this Corporation and the chair of the Young Lawyers Committee.

Section 4.1.2. The remaining Directors shall be elected as Directors at Large by the Regular Membership.

Section 4.2. VACANCIES. Vacancies on the Board of Directors shall be filled by the Board of Directors consistent with the provisions of Section 5.1.6.

Section 4.3. ELECTION. Directors shall be elected by the Regular members at the annual meeting.

Section 4.4. TERM. Each Director who holds office by virtue of his or her status as an officer of the association or as chair of the Young Lawyers Committee shall hold office as a director so long as the status as officer or chair is maintained. The Directors at large shall hold office as follows: In 1997 three directors at large shall be elected for two year terms and two for one-year terms. Thereafter, all Directors at large shall hold office for a term of two (2) years. Any Director may be reelected.

Section 4.5. NOMINATIONS. Nominations for Directors (to include the Officers that serve as Directors) shall be in accordance with the nomination procedure for Officers as set forth in Section 5.1.1 and Section 5.1.2 and Directors shall be elected in accordance with the procedure set forth in Section 5.1.4. The Directors shall be elected in accordance with the procedure set forth in Section 5.1.3 and Section 5.1.4.

Section 4.6. ASSUMPTION OF OFFICE. Elected Directors shall take office immediately upon their election.

Section 4.7. POWERS. Except as otherwise provided by law, the Articles of Incorporation or by these Bylaws, the board of Directors shall have and exercise full power and authority to do all things deemed necessary and expedient in the governance, management and control of the business and affairs of the Corporation. The powers of the Board of Directors shall include, but not be limited to the following.

Section 4.7.1. To establish a suitable mechanism for conducting the business of the Board of Directors.

Section 4.7.2. To employ, subject to the approval of the Regular Members, the Executive Director and to terminate the employment of the Executive Director.

Section 4.7.3. To provide for financial stability of the Corporation.

Section 4.7.4. To approve annual capital and operating budgets.

Section 4.7.5. To establish appropriate Committees and Sections.

Section 4.7.6. To authorize and to enter into contracts in the course of business.

Section 4.7.7. To safeguard and allocate corporate resources.

Section 4.7.8. To adopt policies concerning relationships with external groups and organizations.

Section 4.7.9. To analyze and evaluate the total corporate operations, including all activities and services.

Section 4.7.10. To prepare and render an annual report to the Regular Members.

Section 4.7.11. To delegate to the President and Executive Director all powers necessary and reasonable to carry out the purposes and programs of the Corporation.

Section 4.8. MEETINGS AND NOTICES. The Board of Directors shall meet no fewer than six (6) times each year.

Section 4.8.1. REGULAR MEETING. The Board of Directors shall meet bi-monthly during each calendar year. Written notice of each regular meeting of the Board of directors shall be given to each Director no fewer than five (5) days prior to the date of the meeting.

Section 4.8.2. SPECIAL MEETINGS. Special meetings may be called by the President upon three (3) days' oral or written notice. Such

notice shall include the place, date and the time of the meeting and a statement of the specific purpose of the meeting.

Section 4.9. QUORUM. A majority of the Directors shall constitute a quorum. The majority of those Directors present at any regular or special meeting shall have the power to adjourn such meeting to a future date.

Section 4.10. VOTING. Each Director shall be entitled to one (1) vote. Voting shall be in person. If a quorum is present, the affirmative vote of the majority of the Directors, unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws, shall be the act of the Board of Directors.

Section 4.11. WAIVER OF NOTICE. A waiver in writing signed by the Director entitled to notice shall be deemed equivalent to notice. Except for a special meeting the nature of the business to be transacted need not be stated in the waiver of notice. A waiver of notice may be made before or after the required time for notice as provided herein. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting except that a Director may attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. If the Director elects to object, this must be done immediately after the meeting is called to order and before any business is transacted.

Section 4.12. ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or these Bylaws may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Secretary and placed in the minutes of the proceedings of the Board.

Section 4.13. CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. Directors may participate in a meeting through the use of conference telephone or similar communication equipment, provided that all members of the Board of Directors participating in such a meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 4.14. COMPENSATION. The Directors and Officers shall serve without compensation for their services as Directors and Officers.

Section 4.15. REMOVAL. Directors shall be subject to removal with or without cause by the Regular Members.

ARTICLE V

OFFICERS

Section 5.1. OFFICERS. The Officers shall be the President, First Vice President, Second Vice President, Secretary and Treasurer. All Officers shall be natural persons of full age and Regular Members.

Section 5.1.1. NOMINATIONS. The Officers (and Directors) of the Corporation shall be nominated by the Nominating Committee. The Secretary shall report in writing to each Regular Member the names of such nominations, together with notice of the call of the election meeting not fewer than twenty (20) days before the annual meeting. Any five (5) Regular Members may submit additional nominations to the Secretary, in writing, not fewer than ten (10) days before the day of the annual meeting, and the Secretary shall thereupon report, in writing, to each Regular Member the names of such additional nominations, not fewer than five (5) days before the annual meeting.

Section 5.1.2. NOMINATION PROCEDURE EXCLUSIVE. If nominations for office have been called for as provided in Section 5.1.1., only candidates who have been nominated in accordance therewith shall be eligible for election.

Section 5.1.3. ELECTION OF OFFICERS AND TERM OF OFFICE. The Officers shall be elected by the Regular Members at the annual meeting of the Corporation. The term of office for elected Officers shall be one (1) year commencing the day of election or until their successor has been elected.

Section 5.1.4. MANNER OF ELECTION. Officers (and Directors) shall be elected by a majority vote of the regular Members (present and voting), unless, if after two (2) ballots, no candidate for a specific office has received a majority of the votes, then the third ballot plurality of votes shall determine the election of the office.

Section 5.1.5. RESIGNATION. Any Officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any other later time specified therein, unless otherwise specified therein, the acceptance of such resignation shall not be necessary.

Section 5.1.6. VACANCIES. If the office of President shall become vacant, the First Vice President shall thereupon become President for the unexpired term and the Second Vice President shall become the First Vice President for the unexpired term. If the Office of the First Vice President vacant, the Second Vice President shall become the First

Vice President for the remainder of the term. If the office of Second Vice President shall become vacant, or should any other office become vacant and not filled by the procedure set forth in this Section 5.1.6, the Board of Directors shall fill the vacancy for the unexpired term.

Section 5.2. DUTIES OF OFFICERS. The duties of the Officers are as follows:

Section 5.2.1. PRESIDENT. The President is the Chief Executive Officer of the Corporation. The President shall be the presiding officer of the Board of Directors. The President shall carry out such duties as are required of the office of the President by these Bylaws, and shall perform such other functions as are appropriate to the office, subject, however, to the control of the Regular Members.

Section 5.2.2. VICE PRESIDENTS. The First Vice President and the Second vice President shall perform such duties as the President may assign, and shall carry out such duties as are required of these offices by these Bylaws. In the event of the absence or disability of the President, the First Vice President shall act the President, and in the event of his or her absence or disability, the Second Vice President shall so act.

Section 5.2.3. SECRETARY. The Secretary shall keep the minutes of the Corporation, keep the minutes of the Board of Directors' meetings, keep the roster of Regular Members, receive and publish nominations of Officers, give notice when notice is required to be given to the Regular Members and carry out such other duties as are required of the office of Secretary by these Bylaws.

Section 5.2.4. TREASURER. The Treasurer shall supervise the safe keeping of the funds of the Corporation, report periodically on the financial condition of the Corporation, prepare an annual report, notify the Regular Members of dues owing to the corporation, and submit the Treasurer's annual report to the Board of Directors.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 6.1. APPOINTMENT OF EXECUTIVE DIRECTOR. The Executive Director shall be appointed by the Board of Directors and shall serve at the will of the Board of Directors.

Section 6.2. DUTIES OF EXECUTIVE DIRECTOR. The Executive Director shall perform such duties, including, but not limited to, administrative and clerical functions, as the Board of Directors may direct or as may be set out in an employment contract or job description. The Executive Director may be a paid employee and the Board of Directors shall have authority to enter into an employment contract with the Executive Director.

Section 6.3. EXECUTIVE DIRECTOR'S REPORT. Within a reasonable period of time after the close of each calendar year, the Executive Director shall submit to the Regular Members and the Board of Directors an annual report of the operations of the Corporation.

ARTICLE VII

COMMITTEES

Section 7.1. STANDING COMMITTEES; ADDITIONAL COMMITTEES. The Standing Committees of the Corporation shall be the Nominating Committee, the Young Lawyers Committee, and such other committees as may be constituted from time to time by the President or the Board of Directors.

Section 7.2. APPOINTMENT OF COMMITTEES/VACANCIES. The members, Chairperson and Vice Chairperson, if any, of each Committee, unless these Bylaws shall otherwise provide, shall be appointed by the President for a term coincident with his or her term as President until their successors are appointed. The President shall be an ex officio non-voting member of all Committees and there may be appointed to Committees members who have no vote on the Committee. Except as otherwise provided in these Bylaws, vacancies in the Committees shall be filled by the appointment of the President.

Section 7.3. COMMITTEE MEETINGS. All Committees shall meet from time to time at the call of the Chairperson, and the Chairperson shall call a meeting upon the written request of a majority of the Committee or of the President.

Section 7.4. COMMITTEE ORGANIZATION AND PROCEDURES.

Section 7.4.1. ORGANIZATION AND PROCEDURES. All Committees shall fix their regular time and place of meeting, and shall have the general power to adopt regulations for their own government and course of procedures not inconsistent with these Bylaws and the direction of the Board of Directors. The majority of the voting members of a Committee shall constitute a quorum. No Committee shall undertake any activity involving the expenditure of funds unless first authorized by the Board of Directors.

Section 7.4.2. REPORTS. Each Committee shall make such reports as the Board of Directors or the President may direct.

Section 7.5. NOMINATING COMMITTEE. The Nominating Committee shall meet not later than forty-five (45) days before the annual meeting and shall report in writing to the Secretary nominations for the offices to be elected at the next annual meeting and nominations for the at large Directors to be elected at the next annual meeting.

Section 7.6. YOUNG LAWYERS COMMITTEE. The Young Lawyers Committee shall be constituted in conformance with the bylaws of the Young Lawyers Division of the Pennsylvania Bar Association.

ARTICLE VIII

MEMBERSHIP

Section 8.1. CLASSES OF MEMBERSHIP. There shall be the following classes of Members in the Association.

Section 8.1.1. REGULAR MEMBER. A lawyer admitted to practice before the courts of this Commonwealth who maintains his or her office for the private practice of law in Cumberland County, or who practices in Cumberland County in association with a firm which maintains an office for the practice of law in Cumberland County, or who is employed as a lawyer by any private, public or nonprofit entity in its Cumberland County Office; Judges of the Court of Common Pleas of the Ninth Judicial District; and a lawyer who is a member of the faculty or staff of an accredited law school in its Cumberland County campus. A Regular Member must be a member of the Pennsylvania Bar Association.

Section 8.1.2 HONORARY MEMBER. A Regular Member who has retired, or who has been appointed to the Federal Judiciary or elected or appointed to an Appellate Court of the Commonwealth of Pennsylvania; or a Regular Member who has been elected or appointed to public office in Cumberland County, the Commonwealth of Pennsylvania, or the United States, and who does not otherwise qualify as a Regular Member.

Section 8.1.3. SOCIAL MEMBER. A lawyer admitted to practice before the Supreme Court of Pennsylvania or the highest appellate court of any other jurisdiction and who does not otherwise qualify as a Regular Member.

Section 8.1.4. STUDENT MEMBER. An individual either residing in Cumberland County and attending an accredited law school, or residing anywhere and attending an accredited law school in Cumberland County.

Section 8.2. PRIVILEGES. The rights and privileges of Members shall be equal, except only Regular Members shall have the right to vote and hold office. Only regular Members shall be Members of the Corporation.

Section 8.3. ADMISSION PROCEDURE.

____Section 8.3.1. APPLICATION. All persons desiring admission to membership shall send to the Executive Director a signed application in

such form as may be designated by the Board of Directors. The Executive Director shall verify the qualifications of the applicant for the desired class of membership and shall submit a report thereon to the Board of Directors. The Board of Directors shall then act on the application.

_____Section 8.3.2. ADMISSION. If the Board of Directors acts favorably on the application, the applicant shall become a member of the association from that time forward. A formal admission ceremony may take place at the annual meeting or at such other meeting as may be called for such purpose.

Section 8.3.3. ADMISSION; OATH. At Such meeting, the applicant shall be formally introduced to membership upon taking the attorney oath:

OATH

I, _____ do
solemnly swear that
I, _____, will abide
with the
Bylaws of the Cumberland County Bar
Association and that I will be guided at
all time by the "Working Rules of
Professionalism" as promulgated by
the Pennsylvania Bar Association.

Section 8.4. TERMINATION OR SUSPENSION OF
MEMBERSHIP; CENSURE.

Section 8.4.1. RESIGNATION. A Member may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect as of the date of receipt of such resignation or at any later date specified therein, unless otherwise specified therein, acceptance of such resignation shall not be necessary.

Section 8.4.2. DEFAULT IN PAYMENT. A Member in default of the payment of any fees, dues or other monetary obligations to the Corporation may be dropped from membership after thirty (30) days' written notice that such action will be taken if the nonpayment continues.

Section 8.4.3. GOOD STANDING. A Member of a class which requires a person to be a lawyer shall maintain good standing at the Bar. If such a Member shall be disbarred, suspended from the practice of law or involuntarily transferred to inactive status, or shall resign from the Bar

while under disciplinary investigation, the Member shall be deemed expelled from the Corporation forthwith. If good standing at the Bar is restored, the former Member may reapply.

Section 8.4.4. **MEMBER'S CONDUCT.** All resolutions and complaints in respect of the conduct of a Member shall be referred to the appropriate committee. This committee shall investigate the matter and prepare a written report and recommendation to the Board of Directors. A copy of the report and recommendation shall be sent to the Member at least thirty (30) days before the time of the meeting of the Corporation at which it will be considered, together with notice of the time and place of a hearing before the Regular Members. At the hearing, the Member may be heard in person and by counsel, and full opportunity shall be afforded both sides to present their view. If the Regular Members sustain the report and recommendation of the committee, the Regular Members may expel, suspend or censure the Member; otherwise, the Regular Members shall dismiss the charges. The committee shall apply the standard established by the Code of Professional Responsibility adopted by the Supreme Court of Pennsylvania, applicable to members of the Bar.

Section 8.4.5. **EFFECTIVE OF TERMINATION AND TRANSFERABILITY OF MEMBERSHIP.** The right of a Regular Member to vote and the membership rights of a Regular Member in and to the Corporation shall cease on the termination of membership. No member may transfer his or her membership or any right arising therefrom.

ARTICLE IX

DUES AND OTHER FINANCIAL AFFAIRS

Section 9.1. **FISCAL YEAR.** The fiscal year of the Corporation shall correspond with the calendar year.

Section 9.2. **DUES.** Dues shall be payable annually in advance on January 1 of each year in such amounts and according to such classification by class of membership or otherwise as the Board of Directors shall determine.

Section 9.3. **BONDING.** The Board of Directors may secure the fidelity of any Officer, employee or agent of the Corporation by bond or otherwise.

Section 9.4. **CHECKS AND DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon approval of the Board of Directors and upon checks signed by such one or more Officers as the Board of Directors shall from time to time determine.

Section 9.5. **CONTRACTS.** Except as otherwise provided by these Bylaws, the Board of Directors may authorize any Officer or Officers to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE X

PROCEDURE FOR AMENDING BYLAWS

Section 10.1. **PROPOSAL OF AMENDMENTS.** Amendments to these Bylaws may be proposed by:

Section 10.1.1. **BOARD OF DIRECTORS.** The adoption by the Board of Directors of a resolution setting forth the proposed amendments.

Section 10.1.2. **REGULAR MEMBERS.** Petition of one (1) or more Regular Members setting forth the proposed amendment, which petition shall be directed to the other Regular Members and the Board of Directors and such proposed amendment shall also be filed with the Secretary.

Section 10.1.3. **ACTION.** The Board of Directors or the President, as the case may be, shall direct that the proposed amendment be submitted to a vote of the Regular Members at the annual meeting or at a special meeting.

Section 10.2. **NOTICE.** Written notice shall, not fewer than ten (10) days before the annual meeting or another meetings at which the action is proposed to be taken, be given to each Regular Member. There may be included or enclosed with such notice a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 10.3 **ADOPTION OF AMENDMENTS.** The proposed amendment to the Bylaws shall be adopted upon receiving the affirmative vote of two-thirds (2/3rds) of the Regular Members present. Unless otherwise provided thereby, an amendment to the Bylaws shall become effective at the adjournment of the annual meeting or special meeting at which it is adopted.