

# **Cumberland County Bar Association**

## **Bylaws**

**Approved by the CCBA Board of Directors on:**

**December 8, 2009**

**Ratified by the membership at the Annual Meeting:**

**January 28, 2010**

**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 the corporation shall be 32 South Bedford Street, Carlisle, Cumberland County, Pennsylvania 17013, or such other address as from time to time as chosen by the Board of Directors.

**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 the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services affecting 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 to 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 the 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 the 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 inure to the benefit of any individual and no Member, Director, Officer, or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in and affecting the corporate purposes.

Section 2.3.2 Upon the dissolution of the Corporation, after paying or making provision 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 510 (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 \$50,000.00

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. Notice may be given by e-mail unless the person receiving the notice has directed that notices be given them by regular mail.

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 Members when deposited in the United States Mail. Notice may be given by e-mail unless the person receiving the notice has directed that notices be given them by regular mail.

Section 3.3.4 CONTACT The notice of an annual or special meeting shall specify the place, date, and time 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 specified in the notice of the 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 **fifty (50)** 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 Division.

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 Division shall hold office as a director so long as the status of officer or chair is maintained. The Directors at large shall hold office as follows: In 1997 three Directors at large were 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 5.1.4

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

Section 4.7 POWERS The Board of Directors shall be the legislative body of the Association and shall set such policy and authorize such expenditures as a majority shall deem fit. The Board shall meet at the call of the President or at such time and place as a majority shall determine. 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 The Board of Directors shall meet no fewer than six (6) times each year.

Section 4.8.1 NOTICE Written notice or e-mail, unless the person receiving the notice

has directed that notices be given them by regular mail, 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, written notice or e-mail unless the person receiving the notice has directed that notices be given them by regular mail. 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. Directors may participate in a meeting and vote in person by e-mail if the matter to be voted on is presented to all Directors by e-mail. 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. Written consent given by e-mail shall satisfy this requirement. 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.

## 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 or e-mail, unless the

person receiving the notice has directed that notices be given them by regular mail, 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 or by e-mail, unless the person receiving the notice has directed that notices be given them by regular mail, to each Regular Member the names of such additional nominations, not fewer than five (5) days before the annual meeting.

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 AUTHORITY OF THE PRESIDENT The President shall perform or cause to be performed all actions deemed necessary or desirable to carry out the policy of the Board of Directors and to spend or authorize to be spent money of the Association pursuant to the budget authorized by the Board of Directors. In performing these duties, the President shall use his or her best judgment as to the policy of the Board where the same is unclear. In cases where the Board has clearly not set policy, the President shall seek such policy guidance from the Board. The President may not speak or act on behalf of the Association with regard to political matters or matters of public controversy without the express authorization of the Board in each given instance. The President may not create contractual obligations for the Association without the express authorization of the Board in each given instance.

Section 5.2.3 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 as the President, and in the event of his or absence or disability, the Second Vice President shall so act.

Section 5.2.4 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 5.2.5 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 THE 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 and shall act as the chief of

staff to the President and shall carry out or cause to be carried out, such actions as the President shall direct. 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 which may set forth additional duties.

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. This may be done by e-mail unless the person receiving the notice has directed that notices be given them by regular mail.

## ARTICLE VII

### COMMITTEES AND SECTIONS

Section 7.1 STANDING COMMITTEES AND SECTIONS; ADDITIONAL COMMITTEES The Standing Committees and Sections of the Corporation shall be the Nomination Committee, the Young Lawyers Division, and such other committees and sections 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 sections and there may be appointed to Committees and sections members who have no vote on the Committee and sections. Except as otherwise provided in these Bylaws, vacancies in the Committees and sections shall be filled by the appointment of the President.

Section 7.3 COMMITTEE AND SECTION MEETINGS All Committees and Sections 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 shall undertake any activity involving the expenditure of funds unless first authorized by the Board of Directors.

Section 7.4.2 REPORTS Each Committee or Section 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 7.5.1 MEMBERSHIP OF THE NOMINATING COMMITTEE The Nominating Committee shall consist of the five immediate past presidents willing and able to serve. The most recent past president willing and able to serve shall act as the chair of the committee.

Section 7.6 YOUNG LAWYERS DIVISION The Young Lawyers Division 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 the 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 by the Pennsylvania Supreme Court's *Code of Civility*.

#### 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 the 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 place, date and time 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 EFFECT OF TERMINATION AND TRANSFERABILITY OF MEMBERSHIP The rights 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 there from.

### 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 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 the 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 or by e-mail, unless the person receiving the notice has directed that notices be given them by regular mail, shall be given not fewer than ten (10) days before the annual meeting or another meeting 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 there by, an amendment to the Bylaws shall become effective at the adjournment of the annual meeting or special meeting at which it is adopted.

## ARTICLE XI

### ELECTIONS

Section 11.1 NOMINATIONS The Officers and Directors of the Corporation shall be nominated in accordance with these Bylaws:

Section 11.2 NOMINATING PROCEDURE

Section 11.2.1 TIME FOR NOTICE OF ELECTION Not more than ninety (90) nor less than sixty (60) days prior to the Annual Meeting, a Notice of Election shall be given. The notice shall inform interested candidates to submit a written Request for Consideration (Request) no later than forty-five (45) days prior to the Annual Meeting.

Section 11.2.2 NOTICE OF ELECTION Notice of Election shall be published at least one time in the Corporation's newsletter.

#### Section 11.2.3 CONTENTS OF NOTICE

The Notice shall contain at a minimum the following

- A. The office or offices for which candidate's shall be elected.
- B. The minimum qualification for a candidate, if any.
- C. The deadline for submitting a Request
- D. The contents of the Candidate's Request
- E. The address to which a candidates Request shall be submitted.

#### Section 11.2.4 ALL CANDIDATES' REQUESTS

A request to be considered for any office shall include affirmation that the candidate is a Regular Member in good standing and not subject to any disciplinary proceedings by the Pennsylvania Supreme Court or any other Court of any jurisdiction. It shall list a candidate's service for the Corporation and other relevant considerations. Service for the Corporation may include, but shall not be limited to Chair or service on a committee or section, offices held, membership on the Board of Directors or other significant contributions to the Corporation.

Section 11.2.5 CANDIDATES FOR 2<sup>ND</sup> VICE PRESIDENT In selecting a nominee for 2<sup>nd</sup> Vice President the nominating committee shall consider only those members who have been admitted to practice before the Pennsylvania Supreme Court for at least ten years and the following factors weighted in a manner that the nominating committee thinks best:

- A. Length of membership in the Cumberland County Bar Association.
- B. Past service to the Cumberland County Bar Association.
- C. Willingness and ability to devote sufficient time and energy as an officer of the Cumberland County Bar Association over a period of at least four years.
- D. Length of time in practice as a lawyer.
- E. Service to the legal profession.
- F. Service to the community, and
- G. Such other factors as the nominating committee in its judgment believes should be considered.

#### Section 11.3 NOMINATIONS BY NOMINATING COMMITTEE

Section 11.3.1 The Nominating Committee shall review the qualifications of all candidates who have submitted a Request. The review may be in person, by telephone or upon (**Add:** e-mail) consideration of the Request.

Section 11.3.2 WRITTEN REPORT The Secretary shall report the recommendations of the Nominating Committee, together with a second Notice of Election to the membership, by publication, one time in the Corporation's newsletter, no less than twenty (20) days prior to the Annual Meeting.

Section 11.4 NOMINATIONS BY MEMBERSHIP Any five (5) Regular Members may submit additional nominations to the Secretary, in writing, not fewer than ten (10) days prior to the

Annual Meeting. The Secretary shall thereupon report, in writing (**Add:** or by e-mail, unless the person receiving the notice has directed that notices be given them by regular mail,) to each Regular Member the names of such additional nominations not fewer than five (5) days before the Annual Meeting.

Section 11.5 NOMINATION PROCEDURE EXCLUSIVE If nominations for office have been called for as provided in these Bylaws, only candidates who have been nominated in accordance therewith shall be eligible for election.

Section 11.6 ELECTION AT ANNUAL MEETING The Officers and Directors shall be elected by the Regular Members at the Annual Meeting of the Corporation.

Section 11.7 TERM OF OFFICE The term of office for officers shall be approximately one (1) year commencing on the date of the Annual Meeting and continuing until the next Annual Meeting or until an Officer's successor is duly qualified. The term of office for Directors shall be approximately two (2) years commencing from the date of the Annual Meeting and continuing until the next Annual Meeting or until a Director's successor is duly qualified.

Section 11.8 MANNER OF ELECTION Officers and Directors shall be elected by a majority vote of the Regular Members, present and voting, unless, after two (2) ballots, no candidate for a specific office has received a majority of the vote, then on the third (3<sup>rd</sup>) ballot, a plurality of votes shall determine the election of the Office.

Section 11.9 EFFECTIVE DATE Effective at the Annual Meeting for calendar year 2004 and continuing thereafter, the Office of Second Vice President, Secretary, Treasurer, and Director shall be nominated and elected in accordance with these Bylaws and the succession of Offices provided by Section 11.10.

( **Delete:** Section 11.10 SUCCESSION OF OFFICERS Without further election, the First Vice President shall thereafter serve as the President in the next succeeding year dating from the Annual Meeting. Without further election, the Second Vice President shall thereafter serve as First Vice President in the next succeeding year dating from the Annual Meeting and shall in the year succeeding that, serve as President.)

#### Section 11.11 VACANCIES

Section 11.11.1 PRESIDENT AND FIRST VICE PRESIDENT If the Office of President shall become vacant, the First Vice President shall thereupon become the 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 shall become vacant, the Second Vice President shall thereupon become the First Vice President for the remainder of the term. In the event the vacancy occurs with less than seven (7) months remaining in the unexpired term, then in that event the person becoming President or First Vice President shall serve the balance of the unexpired term plus an additional term dating from the Annual Meeting.

Section 11.11.2 SECOND VICE PRESIDENT, SECRETARY, TREASURER, OR DIRECTOR If the office of Second Vice President, Secretary, Treasurer, or Director becomes vacant, the Board of Directors shall fill the vacancy for the unexpired term.

#### Section 11.12 REMOVAL OF OFFICERS OR DIRECTORS BY BOARD OF DIRECTORS

Notwithstanding any other provisions of these Bylaws, the Board of Directors shall have the authority to remove any Officer or Director, with or without cause, upon the vote of two-thirds (2/3rds) of the entire Board. The removal of an Officer or Director, by the Board of Directors, shall be

conducted at a special meeting called solely for the purpose of considering such removal.

Section 11.13 ELECTION OF APPOINTED OFFICER OR DIRECTOR In the event a person is appointed by the Board of Directors to fill the unexpired term of an Officer or Director, then that person shall not automatically succeed to office, but an election for said Officer or Director shall be held at the next Annual Meeting.