

ARTICLE I - NAME

Section 1. This corporation shall be known by the name of DAUPHIN COUNTY BAR ASSOCIATION.

ARTICLE II - PURPOSES

Section 1. The purposes of the Association are to advance the science of jurisprudence, to promote the administration of justice, to encourage a thorough legal education, to promote continuing legal education, to uphold the honor and dignity of the Bar, to encourage the fulfillment of the obligations of the profession among its members to the courts and to society, to promote programs to provide effective, affordable legal services to all segments of society, to cultivate cordial intercourse among the members of this Association and to perpetuate the history of the profession and the memory of its members and such kindred purposes as the Association may from time to time determine.

ARTICLE III - MEMBERSHIP

Section 1. Members of the Association shall be admitted to practice before the Supreme Court of Pennsylvania, or the highest appellate court of any other jurisdiction.

Section 2. Any person desiring admission to the Association shall file a written application endorsed by two members of the Association in good standing with the person designated by the Board of Directors. Applications shall be referred to the Board of Directors for its recommendation for action to the next regular meeting of the Association. Admissions shall be by voice vote of the majority of members present.

Section 3. There shall be a Sustaining Membership status with such privileges and subject to such dues as shall be determined by the Board of Directors subject to the approval of the membership.

Section 4. Associate memberships may be granted to attorneys who belong to other county Bar Associations. The Board of Directors may, from time to time, grant Associate memberships to groups of individuals who are not attorneys but who are deemed by the Board to have related interests with members of the Association. Associate memberships shall be non-voting without qualification for office, and the annual dues therefore shall be determined from time to time by the Board of Directors. Associate memberships may be granted to spouses of former members.

ARTICLE IV - MEMBERSHIP FEES AND DUES

Section 1. The fiscal year of the Association shall be the calendar year.

Section 2. Each application for membership in the Association shall be accompanied by an initiation fee in an amount determined by the Board of Directors. If the applicant is not elected to membership, the initiation fee shall be returned. The initiation fee may be waived for new members as determined by the Board of Directors.

Section 3. Each member of the Association, unless the dues are waived by the Board of Directors as hereinafter provided, shall pay annually an amount to be determined by the Board of Directors, subject to the approval of the membership after written notice thereof, plus the current amount of the Pennsylvania Bar Association dues of the member in said Association. Said amount shall be due and payable in advance on the first day of January of each year. New members shall not be required to pay dues for the period of the quarter of the fiscal year in which they are admitted to membership.

Section 4. Members who have not paid their current dues within ninety (90) days after billing shall be reported, at the end of the period, by the Treasurer to the Board of Directors, who shall consider the matter at its first meeting thereafter. The delinquent members shall have written notice of arrearages mailed to them by the Treasurer. Delinquent members, at the next regular meeting of the Board of Directors held not less than sixty (60) days after such notice, upon action by the Board of Directors, shall have their membership forfeited and be stricken from the rolls by the Secretary. Such former members shall be reinstated only upon the payment of the respective arrearage.

Section 5. Any member of the Association in good standing may have the Dauphin County Bar Association dues waived or reduced annually by and at the sole discretion of the Board of Directors upon cause shown.

Section 6. Any member who resigns, withdraws, is removed pursuant to the procedures set forth herein, or for any reason whatsoever ceases to be a member of the Association, shall automatically surrender the proportionate share or equity, if any, in the funds, assets or property of the Association.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. The officers of this Association shall be a President, a President-Elect, a Vice- President, a Secretary and a Treasurer (the "Officers"). The President-Elect, Vice President, Secretary and Treasurer shall be nominated as provided for under these By-laws and shall thereafter be elected at the annual meeting of the Association in January. All officers elected shall assume office on the following February 1, and shall serve in their office for one year or until their successors have been elected. The President-Elect shall automatically succeed to the office of President upon a vacancy or the expiration of the latter's term of office.

Section 2. Nominations for officers and elected members of the Board of Directors as provided in Section 3 shall be made by a Nominating Committee, which shall consist of the last four (4) living Past

Presidents and the President, who shall be Chair. The Nominating Committee shall nominate at least one candidate for each of the offices of President-Elect, Vice President, Secretary and Treasurer and for each member of the Board whose term will expire on the following February 1. The report of the Nominating Committee shall be submitted in writing to the Secretary not less than sixty (60) days before the Annual Meeting. Additional nominations for one or more of the aforesaid offices or directors may be made by written petition, each to be signed by any twenty-five (25) members of the Association. Nominating petitions shall be submitted to the Secretary in writing not less than thirty (30) days before the Annual Meeting. A list of all nominations, whether submitted by the Nominating Committee or by nominating petitions, shall be published in the Dauphin County Reporter in at least two consecutive issues immediately prior to the Annual Meeting. Any member of the judiciary and associate members of the Association shall be ineligible for office in the Association.

Section 3. The Association shall have a Board of Directors which shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Chair and Vice-Chair of the Dauphin County Young Lawyers, the chairs of each Section of the Association and the most recent Past President of the Association. An additional nine (9) directors shall be elected for terms of two (2) years each to serve in staggered terms: five (5) directors to be elected in odd-numbered years and four (4) directors in even-numbered years. Directors shall be elected at the Annual Meeting and shall assume office on the following February 1, and shall serve for the term or until their successors have been elected.

Section 4. All elections shall be by a majority of the number of votes cast by the members present at the Annual Meeting.

Section 5. Any vacancy in an office of the Association shall be filled by the Board of Directors for the unexpired term.

Section 6. The President, and in the President's absence, the President-Elect, and in the President-Elect's absence, the Vice President, shall preside at all meetings of the Association and of the Board of Directors, and perform the ordinary functions of the presiding officer. In the absence of the President, President-Elect and Vice President from any meeting of the Association or Board of Directors, the members present shall elect a President pro tempore as soon as a quorum shall be present. The President shall appoint such committees as necessary.

Section 7. The Secretary shall keep a record of the proceedings of all meetings and of all other matters deemed advisable by the Association or the Board of Directors. The Secretary shall notify the officers and members of their election, shall keep a roll of the members, and shall cause notice to be issued of all meetings and conduct the correspondence of the Association. The Secretary shall furnish to the Treasurer the names of all persons newly elected to membership. The Secretary shall be the keeper of the Seal of the Association.

Section 8. The Treasurer shall collect all moneys due the Association and upon approval by the Board of Directors, shall disburse the same. The Treasurer shall report annually or oftener, as required, to the

Association and shall keep regular accounts, which shall at all times be open to the inspection of the President or any member of the Board of Directors. The Treasurer's accounts shall be reviewed annually by a Certified Public Accountant selected by the Board of Directors. The accountant shall report at the Annual Meeting.

Section 9. The Board of Directors shall supervise the management and control of the property of the Association, including the Dauphin County Reporter. It shall order the disbursement of all funds of the Association which are necessary for the ordinary conduct of business, except that the Board of Directors shall not order the expenditure of more than Two Hundred Fifty Dollars (\$250) at any one time for a charitable or benevolent purpose or for any extraordinary purpose without the approval of the Association.

Section 10. The Board of Directors may hire an Executive Director of the Association whose duties shall be as determined by the Board of Directors.

Section 11. The Board may delegate such of its powers as it deems proper to an Executive Committee, which shall be comprised of the Officers and such appointees as the President shall make from time to time with the consent of the Board of Directors. In the event that any action by the Board of Directors is required between Board meetings and it is impractical to call a meeting of the Board of Directors, the Executive Committee shall be empowered to take any action within such delegation of authority. The Executive Committee shall keep regular minutes and other records of its actions and submit the same at the next succeeding meeting of the Board of Directors.

ARTICLE VI - REMOVAL

Section 1. A member may be removed from the membership of the Association, and a Director or Officer removed from office, for good cause, as determined by the Executive Committee in its reasonable discretion. Such removal shall be effectuated upon the vote of two-thirds of the members of the Executive Committee (not including the Director who is subject to removal) at any regular or special meeting of the Executive Committee, or via any remote means if called by the President.

Section 2. A member, Director or Officer who is subject to a removal vote shall be given notice (via email, fax or first class mail) of the intended removal vote at least twenty (20) days prior to the meeting at which such vote is to be taken and shall have the opportunity to be heard at such meeting in person, or by counsel, prior to the vote being taken. The member, Director or Officer shall inform the President in writing at least 5 days prior to the meeting if he intends to appear at the meeting. If no such notice is provided, the Board may deem the motion for removal to be unopposed.

Section 3. A member, Director or Officer who has been removed shall have the right to appeal the removal within twenty (20) days after the removal vote by notifying the President in writing of the appeal. Upon receipt of such appeal, the President shall call a special meeting of the Board of Directors to take place no later than thirty (30) days after receipt of the appeal. At such meeting, and after an opportunity to be heard, the Board of Directors (not including the Director who is subject to removal) shall approve or disapprove of the removal by a majority vote. In the event of a tie vote, the removal

vote by the Executive Committee shall stand. The result of the vote of the Board of Directors shall be final.

Section 4. The Executive Committee (not including the Director who is subject to removal) shall have the right to immediately suspend a member's membership or remove a Director or Officer from office, pending the removal vote or the vote of the Board of Directors in the event of an appeal, if the Executive Committee, in its reasonable discretion, deems immediate suspension to be in the best interest of the Association. The suspension shall remain in effect until the removal vote is taken and an appeal, if one is timely filed, is resolved.

ARTICLE VII - MEETINGS

Section 1. The stated meetings of the Association shall be the Annual Meeting (January) and two other meetings, one a Spring meeting held in conjunction with Law Day and the other a Fall meeting following the September Board meeting, determined at the direction of the Board, on such day and at such hour as the Association shall decide at the preceding meeting, or, as the Board of Directors shall decide. Notice of the meetings of the Association shall be given by mail, at the discretion of the Secretary, at least fourteen (14) days before the date thereof and by similar notice published in the Dauphin County Reporter. Twenty-five members shall constitute a quorum.

Section 2. Special meetings of the Association may be called by the President, and in the President's absence or refusal to do so, shall be called by the Secretary, at the written request over the signatures of twenty-five (25) members of the Association.

Section 3. The Board shall meet at such times as they shall determine and upon call of the President or any three (3) Directors. Five (5) members of the Board shall constitute a quorum.

Section 4. Board of Director meetings shall take place in person or by remote means, at the discretion of the President. The Board of Directors shall take action, upon a quorum being present, by a majority of the votes cast by the members present. At the discretion of the President, votes of the Board of Directors on such actions may be taken via any remote means.

Section 5. The attendance at the Board meetings shall be restricted to members of the Association, and persons invited to participate. The President may restrict the attendance during deliberations to members of the Association only and in such cases shall request all others in attendance to withdraw from the meeting.

Section 6. The order of business at the meetings of the Association shall be set by the Board of Directors but may be changed at the discretion of the presiding officer. All parliamentary rules not covered herein shall be established by ruling of the presiding officer unless overruled by the vote of a majority of the

members present. Robert's Rules of Order Newly Revised shall be used as authority in all instances not presently covered by existing rules, custom or these By-laws.

ARTICLE VIII - SEAL

Section 1. The seal of the Association shall consist of a circle having around the circumference the words: "Dauphin County Bar Association," and in the center the word and figures "Incorporated 1898."

ARTICLE IX - AMENDMENTS

Section 1. These By-Laws may be amended by a majority vote of the members present at any regular or special meeting, provided that written notice of the proposed amendment be given to the members at least twenty (20) days prior to the meeting at which the amendment is to be considered.

ARTICLE X - ENDORSEMENTS

Section 1. At no meeting of the Association may any member thereof propose, by motion and/or resolution, the endorsement of the Association of anyone seeking appointment, nomination or election to any public office until and unless a signed copy of any such motion and/or resolution be first submitted to the Secretary of the Association in time for its inclusion in the mailing of the Call for any such meeting.

ARTICLE XI - DAUPHIN COUNTY YOUNG LAWYERS

Section 1. The Dauphin County Young Lawyers (DCYL) shall be a Section of the Dauphin County Bar Association (DCBA) consisting of new admittees to the practice of law within the DCBA membership. It shall take as its province, the organization of the newer members of the Bar, so that they may cooperate for the betterment of the profession and for the advancement of the purposes of the Association.

Section 2. The DCYL shall have power to adopt its own By-Laws and make amendments thereto, which shall become effective when approved by the Board of Directors. It may also fix a dues assessment.

ARTICLE XII- SECTIONS

Section 1. The Association shall have such Sections as may be approved and established by the Board of Directors upon petition of twenty (20) or more members. The petition shall attach proposed By-laws of the contemplated Section which By-Laws shall set forth the name and purpose of the Section, and

provisions for membership, dues, election and powers of officers and any miscellaneous provisions. The petition shall also set forth an initial slate of officers to hold the offices provided for in the proposed By-laws which officers shall hold office until the annual meeting of the Section next following the approval and establishment of the Section by the Board of Directors of the Association.

Section 2. No Section of the Association shall have the authority to speak for or to act for the Association. Any Section action approved by the Board of Directors shall be the action of the Association unless otherwise directed by the Board.

ARTICLE XIII - PERSONAL LIABILITY OF DIRECTORS

Section 1. A Director of this Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the Director has breached or failed to perform the duties of office in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article XIII shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law and shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

ARTICLE XIV - INDEMNIFICATION

Section 1. Indemnification. (i) Subject to the limitations hereinafter set forth the Association shall indemnify each director, officer, employee or agent of the Association or of any organization that such person is serving as a director, officer, employee or agent at the request of the Association, and the heirs, executors or administrators of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Association, in which such person was involved because of anything such person may have done or omitted to do as a director, officer, employee or agent of the Association or of any organization that such person may have served as a director, officer, employee or agent at the request of the Association, -- but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

(ii) Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Association, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion: (1) that the director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and (2) that the amount of the proposed indemnification is reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by the Association under then existing law, and (4) that the indemnification shall be made by the Association in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 2. Advance Payment of Expenses. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

Section 3. Insurance or Indemnification Fund. The Association shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the Association and a person serving at the request of the Association as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of the status as such.

Section 4. Validity. The invalidity of any portion of this Article XIV shall not affect the validity of the remainder of this Article XIV.

Section 5. Application. This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

Section 6. Contract Rights; Amendment or Repeal. All rights to indemnification under this Article XIV shall be deemed a contract between the Association and the persons to be indemnified under this Article XIV pursuant to which the Association and each such person intend to be legally bound. Any repeal, amendment or modification of this Article XIV shall be prospective only and shall not affect any rights or obligations then existing.