

**BY-LAWS**  
**of the**  
**DAUPHIN COUNTY BAR FOUNDATION**

ARTICLE I - MEMBERSHIP

Section 1. The membership of the corporation shall be composed of all members in good standing of the Dauphin County Bar Association. A quorum of members for the transaction of business shall be twenty (20).

ARTICLE II - OFFICERS AND DIRECTORS

Section 1. The officers of this corporation shall consist of a President, Vice President, and a Secretary/Treasurer, all of whom must be members of the Board of Directors.

Section 2. The number of Directors shall be eleven (11), and ten (10) of the Directors shall be members of the Dauphin County Bar Association. The Chair of the Dauphin County Bar Association Young Lawyers Section, or their appointee, shall serve as a Director for one year. The Chair of the Dauphin County Bar Association Senior Lawyers Section, or their appointee, shall serve as a Director for one (1) year. The Secretary of the Dauphin County Bar Association shall serve as a Director for one (1) year. One (1) Director may be selected from the local community.

Section 3. The Board of Directors shall be elected by the members at the annual meeting of the membership as set forth in these By-Laws in Article VI, Section 3. Directors shall be nominated for their terms by a majority of Directors. The full slate of Directors shall be reported to the membership no later than fourteen (14) calendar days in advance of the election. Directors shall serve for a term of three years or until successors are elected and qualified, except that the initial terms following the approval of these By-Laws shall be staggered, with two Directors serving one year terms, three Directors serving two year terms, and three Directors serving three year terms. Directors are eligible to serve unlimited consecutive terms.

Section 4. At the first meeting of the Directors after their election, they shall elect a President, a Vice President, and a Secretary/Treasurer. These officers shall hold office until their successors are elected and qualified.

Section 5. Four Directors shall constitute a quorum for the transaction of

### ARTICLE III - DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the members of the Corporation, as well as the meetings of the Board of Directors. The President shall deliver, or ensure delivery of, semi-annual reports on the activities of the corporation to the Board of Directors of the Dauphin County Bar Association.

Section 2. The Vice President shall perform the duties of the President in case the President is incapacitated or absent.

Section 3. The Secretary/Treasurer shall ensure the keeping of true and correct records of all the proceedings of this corporation and of its Board of Directors and shall oversee all communications and correspondence. The Secretary/Treasurer shall have charge of all monies which may come into the hands of the corporation by gift, bequest, devise or otherwise. All monies shall be deposited in a financial institution in Dauphin County, designated by the Board of Directors, and shall be disbursed as hereinafter provided.

Section 4. The Executive Director of the Dauphin County Bar Association shall serve as an ex officio member of the Board of Directors and shall provide and oversee support to the Corporation as delegated by the Directors.

### ARTICLE IV - BEQUESTS TO THE CORPORATION

Section 1. All gifts and bequests made to the corporation shall be promptly collected by the Secretary/Treasurer, who is hereby authorized and empowered to make, execute, acknowledge and deliver an official receipt or release on behalf of the corporation, which shall be a good and sufficient quittance to any fiduciary. The monies so received by gift or bequest shall be disposed of by the Secretary/Treasurer in accordance with:

- a) the investment policy adopted by the Board as amended from time-to-time.
- b) the decision of a majority vote of the Board of Directors for investment only in securities or investments legal for trust funds in Pennsylvania.

Section 2. The Secretary/Treasurer shall also collect and receive gifts and bequests for current use and shall dispose of the income from the investments hereinbefore mentioned and the gifts and bequests for current use, subject however, to

rev2/05-11-20; Foundation approved 07-28-20  
the majority vote of the Directors, for the following purposes:

- (a) To advance the science of legal knowledge and research;
- (b) To make gifts and contributions to worthy charities or eleemosynary activities of any nature;
- (c) To aid members of the Dauphin County Bar Association;
- (d) To make gifts for educational and civic purposes of any nature.

Section 3. The corporation shall have a permanent fund and a current fund, deposits in which shall be designated by the Board of Directors.

Section 4. Donors to the corporation may state whether their gifts or bequests are intended for the permanent fund or the fund for current use, and, in the absence of an expressed statement by the donor, may be allocated by the Board of Directors either to the permanent fund or the fund for current use.

Section 5. Gifts and bequests to the corporation for its permanent fund shall never be expended, but shall be invested and reinvested in accordance with the provisions contained in Section 1, subsection (a) of Article IV, and only the income therefrom shall be expended.

#### ARTICLE V - AMENDMENTS OR REPEAL

Section 1. These By-Laws may be amended or repealed by a majority vote of the membership. Due notice of any intent to amend or repeal any of them must be given ten (10) days in advance of the date when such action comes before the membership.

#### ARTICLE VI - MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and places, and under such regulations, as may be designated by resolution of the Directors.

Section 2. Special Meetings. Special meetings may be called by the President or by the Secretary/Treasurer on the written request of any two (2) Directors on two (2) days' notice to each Director.

Section 3. Membership meetings. The annual meeting of the membership shall be held on the same day as and in conjunction with the annual meeting of the members

rev2/05-11-20; Foundation approved 07-28-20

of the Dauphin County Bar Association. Special meetings of the members may be called by the President, or by resolution of the Board of Directors, and shall be called by the Secretary upon the written request over the signatures of twenty (20) members, by giving written notice of the time and place of such special meeting at least five (5) days prior to the holding thereof.

Section 4. Remote Meetings. Any meeting or necessary business of the corporation or the Board of Directors may be conducted remotely, including telephonic, electronic, virtual, or any other means, at the discretion of the President. Directors can elect to participate in any meeting via remote means and will be counted as present.

## ARTICLE VII

Section 1. Resignations. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, it shall become effective at the time of its receipt by the President or the Secretary/Treasurer. The formal acceptance of a resignation shall not be necessary to make it effective.

Section 2. Vacancies. If the office of any Director or other officer becomes vacant, the Directors remaining in office shall elect a qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly elected and qualified.

## ARTICLE VIII - SEAL

Section 1. Corporate Seal. The corporate seal shall be circular in form, and shall contain the name of the corporation, the year of its creation, and the name of the state in which it was created.

## ARTICLE IX - NOTICE

Section 1. Whenever any notice is required to be given by these By-Laws, personal notice is not meant, but written notice deposited in the post office and properly addressed or delivered by electronic means shall be sufficient. Any notice required to be given under these By-Laws may be waived.

rev2/05-11-20; Foundation approved 07-28-20