



BYLAWS

The Bylaws of the
Chester County Bar Association
adopted
September 23, 1977
and amended through December 6, 2018

Published by:

CHESTER COUNTY BAR ASSOCIATION

15 West Gay Street ~ 2nd Floor
West Chester, Pennsylvania 19380

www.chescobar.org

Telephone: 610.692.1889

Chester County Bar Association

BYLAWS

The Bylaws of the Chester County Bar Association, adopted September 23, 1977
and amended through December 6, 2018

INDEX

Preamble	1
Article I. Name, Purpose, Place & Term	1
Article II. Membership.....	2
Classes of membership & privileges	2
Admission procedures & acceptance.....	2
Termination.....	3
Readmission.....	3
Definition.....	4
Representation	4
Article III. Board of Directors	4
Composition & Terms	4
Powers & Duties	4
Executive Committee.....	4
Director's Liability.....	4
Indemnification of Officers	5
Article IV. Officers	7
Article V. Young Lawyers' Division	7
Article VI. Standing Committees.....	8
Memorial Committee.....	8
Publications Committee.....	8
Nominating Committee	8
Judicial Evaluation Committee.....	9
Continuing Legal Education Committee	13
Fee Dispute Committee	13
Historical Committee.....	13
Membership Committee	13
Article VII. Special Committees.....	13
Article VIII. Sections	14
Article IX. Fiscal.....	14
Article X. Meetings.....	15
Article XI. Amendments.....	15
Article XII. Notice	16
Article XIII. Adoption and Distribution	16

CHESTER COUNTY BAR ASSOCIATION BYLAWS

PREAMBLE

WHEREAS, an informal organization of those members of the Bar who had been admitted to practice before the Courts of Chester County existed from a period prior to the organization of the Chester County Law and Miscellaneous Library Association in 1862; and

WHEREAS, that organization continued until 1929 as an informal group recognized as the Chester County Bar Association; and

WHEREAS, in 1929 the members of the Bar determined that this informal organization should be more active in matters relating to the Bar and an unincorporated organization was then created and Bylaws adopted providing for annual electing of officers, for appointment of certain committees and for other matters, which organization functioned pursuant thereto until about 1941; and

WHEREAS, the opportunity then arose to expand the activities of the organization, the Chester County Bar Association was chartered as a Pennsylvania nonprofit corporation on May 3, 1945, pursuant to which the organization embarked upon active operation as an incorporated Bar Association, with appropriate officers and committees, and acquired the rights to publish the former *Chester County Legal Intelligencer* as the official legal journal, began publication thereof and embarked upon an expanded program of Bar activities; and

WHEREAS, pursuant to the decree of incorporation, the Constitution and Bylaws, as shown in the corporate minute book, was adopted in 1946 and thereafter various amendments were adopted from time to time;

NOW, THEREFORE, these Bylaws are intended to incorporate, update, clarify and supersede the Constitution and Bylaws of the Association:

ARTICLE I

NAME, PURPOSE, PLACE AND TERM

1. NAME: The name of the Association shall be the "CHESTER COUNTY BAR ASSOCIATION."

2. PURPOSES: The purposes of the Association are the following:

- (a) To advance the science of jurisprudence and the administration of justice;
- (b) To encourage a thorough and continuing legal education of members;
- (c) To uphold the honor and dignity of the Bar;
- (d) To cultivate social and professional intercourse among its members;
- (e) To give protection, encouragement and aid to its members in conducting their practice of the law;
- (f) To perpetuate the history of the profession and the memory of its members within this judicial district;
- (g) To establish, maintain and operate a journal for the publication of opinions of the courts, articles of professional interest to the members, legal notices under order of the various courts, general advertisements and those required by law;

- (h) To maintain an active interest in and watch over the professional conduct of members of the Bar, and all other persons connected officially with the administration of the law, or in charge of the public records;
- (i) To give and encourage service to the public in law-related matters by members of the Association.

3. PLACE OF BUSINESS: The principal place of business of the Association is West Chester, Chester County, Pennsylvania.

4. TERM OF EXISTENCE: The term of existence of the Association shall be perpetual.

ARTICLE II MEMBERSHIP

1. CLASSES OF MEMBERSHIP AND PRIVILEGES: There shall be the following classes of membership:

(a) **REGULAR MEMBER:** Any member of the Bar of the Supreme Court of Pennsylvania who maintains his or her principal office for the practice of law in Chester County, or who resides in Chester County, or who holds the office of Judge of the Court of Common Pleas for the 15th Judicial District of the Commonwealth of Pennsylvania, upon proof thereof satisfactory to the Board of Directors, may become a regular member.

(b) **SENIOR MEMBER:** A person, qualified to be a Regular Member who is at least seventy (70) years of age, may become a Senior Member. A Senior Member shall be entitled to all the privileges of a Regular Member.

(c) **HONORARY MEMBER:** Any resident of Chester County or a Regular Member of the Chester County Bar Association who is or becomes a Judge of a court of record, whether federal, state or county, may be an Honorary Member while in judicial office. An Honorary Member shall be entitled to all the privileges of a Regular Member except the right to hold office. No Honorary Member shall be required to pay dues.

(d) **AFFILIATE MEMBER:** Any attorney may be an Affiliate Member. An Affiliate Member shall be entitled to attend all Association related activities and to participate fully therein, but shall not be eligible to vote or hold office.

(e) **LAW SCHOOL MEMBER:** Any law school student enrolled in an ABA accredited law school may be a Law School Member. A Law School Member shall be entitled to attend and participate in any committee or section meeting and the Annual or any Special Meeting of the Chester County Bar Association membership and such other activities as permitted by the Board of Directors in its sole discretion, but shall not be eligible to vote or hold office.

(f) **RETIRED MEMBER:** Any attorney who has retired from the practice of law and who no longer maintains a license to practice law and who did not retire due to Judicial discipline or other misconduct. Retired Members shall be entitled to attend all Association related activities and to participate fully therein, but shall not be eligible to vote or hold office.

2. ADMISSION PROCEDURE AND ACCEPTANCE:

(a) All persons desiring admission to membership in the Association may sign the roll of membership as maintained by the Secretary and complete the Chester County Bar Association form which application shall set forth in detail facts showing the qualifications of the applicant and the class of membership desired.

- (b) Upon approval of the application by the Secretary and notification thereof, the applicant shall, within one (1) month of the date of such notice, pay to the Treasurer the stated dues for the current year and thereby be admitted to membership. Failure to comply with the foregoing within the time stated shall be deemed a declination of membership.

3. TERMINATION:

(a) **REMOVAL:** Death, resignation and removal from the roll of the Bar of the Supreme Court of Pennsylvania shall result in termination of membership in the Association. The removal of one's principal office from the County, if classified as a Regular Member, as determined by the Board of Directors, shall also result in termination of one's Regular Membership.

(b) **EXPULSION:** A member may be expelled for cause as determined by the Board of Directors in its reasonable discretion as set forth herein. To proceed with an expulsion, at least a 2/3 supermajority of a quorum of Board members present at a Board Meeting must vote to schedule a hearing on the potential expulsion. The motion for a hearing must identify the specific reasons for the potential expulsion. The member subject to the potential expulsion shall be given notice of the hearing and the specific reasons for the potential expulsion at least twenty (20) days prior to the hearing date by certified mail. The member shall have an opportunity to be heard at such hearing in person or with counsel. The Board shall appoint a hearing officer who is not a sitting member of the Board of Directors and who is a licensed attorney in good standing, to conduct the hearing before the Board on the potential expulsion. The hearing officer shall follow the Pennsylvania Rules of Evidence in conducting the hearing. After the conclusion of the hearing, the Board shall determine whether to expel the member. The member shall be expelled only if a 2/3 vote of the Board of Directors vote in favor of expulsion.

(c) **SUSPENSION:** After due notice and upon a 2/3 vote of a quorum of the Board of Directors, a member may be suspended in any of the following circumstances:

- (1) Nonpayment of dues or assessments for the period of the nonpayment;
- (2) If the Association receives notice that a member has been suspended from the practice of law;
- (3) For any other reason that the Board of Directors determines in its reasonable discretion warrants suspension, provided that notice and an opportunity to be heard are provided to the subject member before the Board issues any suspension;

A member shall lose all privileges of membership during any period of suspension and shall be removed from the mailing list of the Association and shall have no right to receive any notices given by the Association. A member shall be notified of his/her suspension, including the length of the suspension, and shall be advised of the procedure for readmission after suspension.

(d) **TERMINATION:** Termination of membership for any cause shall terminate all of the terminated member's interest in the Association and all of its assets.

4. READMISSION:

(a) **AFTER SUSPENSION:** Readmission after suspension may be approved by the Board of Directors in its discretion on terms set by the Board of Directors and upon compliance with all eligibility requirements.

(b) AFTER EXPULSION: Any member expelled from the Association shall thereafter be readmitted only upon a two-thirds (2/3) supermajority vote of a quorum of the Board of Directors.

5. DEFINITION OF “MEMBER”: As used in these Bylaws the term “member” shall mean any person belonging to any of the classes of membership described in these Bylaws. When the word member is used in these Bylaws, it is not meant to override the restriction contained in Article II 1.(c) against holding of office by an Honorary Member or in Article II 1. (d) against holding an office or voting by an Affiliate Member.

6. REPRESENTATION: Unless specifically authorized by the Board of Directors or these Bylaws, neither a member of the Association, nor any Section, Committee, Division, or member thereof shall purport to speak for or act on behalf of the Association other than the President or his/her designee in the performance of his/her ordinary and customary duties as such officer.

ARTICLE III BOARD OF DIRECTORS

1. COMPOSITION AND TERMS: The Board of Directors shall consist of the officers, designated in Article IV, plus the Immediate Past President of the Association and the Chairperson, Immediate Past Chairperson, and Chairperson-Elect of the Young Lawyers’ Division and eight (8) other members of the Association elected at the Annual Meeting of the members. The directors shall serve for one (1) year, beginning January 1 and terminating December 31 of each year, or until their successors are duly elected, whichever last occurs. The eight (8) at-large members may succeed themselves in office as such for no more than two (2) successive terms after their initial term, which shall not prevent election to the Board of Directors in any other capacity. Absence of any Board member from attendance at three (3) consecutive regular Board meetings shall be cause for dismissal from the Board.

2. POWERS AND DUTIES: The Board of Directors shall have general supervision of all activities of the Association, its officers and committees. It shall fill any vacancies in the Board of Directors for any office, except those of the Chairperson and Chairperson-Elect of the Young Lawyers’ Division, until the next Annual Meeting of the members or until a Special Meeting is called to fill any such vacancies. It shall have the power to appropriate and expend monies of the Association and authorize the execution of contracts and agreements on behalf of the Association. It shall have the duty to submit a written financial statement to the members annually. In case of dispute respecting the force and effect of these Bylaws, it shall decide such dispute.

3. EXECUTIVE COMMITTEE: There shall be an Executive Committee of the Board of Directors which shall consist of the officers designated in Article IV, and the Chairperson of the Young Lawyers’ Division. The Executive Committee shall meet at the call of the President, may meet by conference telephone call, and shall have the authority to act for the Board of Directors between meetings thereof. The Executive Committee shall be responsible for preparing an Association budget for submission to the Board of Directors and the Association membership in accordance with these Bylaws.

4. DIRECTOR’S LIABILITY:

(a) A director of this Association shall stand in a fiduciary relation to this Association and shall perform his/her duties as director, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably

believes to be in the best interest of this Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or members of this Association whom the director reasonably believes to be reliable and competent in the matters presented, including, but not limited to, any standing committee.
 - (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons.
 - (3) A committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
- (b) In discharging the duties of their respective positions, the Board of Directors, Committees of the Board of Directors and individual directors may, in considering the best interests of this Association, consider the effects of any action upon members, upon suppliers and customers of this Association and upon communities in which offices or other establishments of this Association are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of subsection (a) hereof.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of this Association.
- (d) 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 his/her office under subsections (a) through (c) hereof; and
 - (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- (e) The provisions of subsection (d) hereof shall not apply to:
- (1) The responsibility or liability of a director pursuant to any criminal statute; or
 - (2) The liability of a director for the payment of taxes pursuant to local, state or federal law.
- (f) Notwithstanding any other provisions of these Bylaws, the approval of the members as provided by Article XI of these Bylaws shall be required to amend, alter, change, repeal or adopt any provision or part of these Bylaws which is inconsistent with the purpose or intent of subsections (a), (b), (c), (d), (e), or (f) of this Section 4. No amendment to or repeal of this Section 4 shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

5. INDEMNIFICATION OF OFFICERS, ETC.: This Association shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative, including an action by or in the right of this Association, by reason of the fact that he/she is or was a director, officer, employee or agent of this Association, or is or was serving at the request of this Association as a director, officer, employee or agent of another association, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 5 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of shareholders or disinterested directors pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of this Association that indemnification of, and advancement of expenses to, directors and officers of this Association shall be made to the fullest extent permitted by law. To this end, the provisions of this Section 5 shall be deemed to have been amended for the benefit of directors and officers of this Association effective immediately upon any modification of the Business Corporation Law of the Commonwealth of Pennsylvania (the "BCL") or the Directors' Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the BCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of such corporations.

(c) This Association shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding 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 he/she is not entitled to be indemnified by this Association.

(d) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 5 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(e) This Association shall have the authority to create a fund of any nature, which may, but need not be under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Association, or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Section 5. The provisions of this Section 5 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in paragraph (a) of this Section 5 but whom this Association has the power or obligation to indemnify, or to advance expenses for, under the provisions of BCL or the DLA or otherwise. The authority granted by this paragraph (e) shall be exercised by the Board of Directors of this Association.

ARTICLE IV OFFICERS

1. ELECTION AND TERMS: The Officers shall be President, President-Elect, Vice President, Secretary and Treasurer. The term of office shall be for one (1) year beginning January 1 and terminating December 31 of each year. The President-Elect shall automatically succeed to the office of President upon completion of his/her term as President-Elect. The other officers shall be elected at the Annual Meeting or at a Special Meeting to fill a vacancy as hereinafter provided. They shall serve for the term of office, or until their successors are duly elected whichever last occurs. The President and President-Elect shall not succeed themselves in those offices.

2. PRESIDENT: The President shall be the executive officer of the Association. If available, he/she shall preside at all meetings of the Association and of the Board of Directors, and of the Executive Committee. He/she shall appoint all standing committees, special committees and such other temporary committees as he/she desires, and he/she shall designate the chairperson thereof.

3. PRESIDENT-ELECT: The President-Elect shall exercise the powers of and perform the duties of the President in his/her absence and assist the President in carrying out his/her duties. In the event of a vacancy in the Office of the President, the President-Elect shall assume the powers of and perform the duties of the President until the vacancy is filled pursuant to Section 7 of this Article.

4. VICE PRESIDENT: The Vice President shall exercise the powers of and perform the duties of the President in the absence of both the President and the President-Elect and shall assist the President in carrying out his/her duties. In the event of vacancy in the offices of the President and the President-Elect, the Vice President shall assume the powers of and perform the duties of the President or President-Elect until the vacancy is filled pursuant to Section 7 of this Article.

5. SECRETARY: The Secretary shall give due notice of all meetings of the Association and of the Board of Directors, keep minutes thereof, and maintain the roll of the members. The Secretary may succeed himself/herself for no more than two (2) consecutive terms following his/her initial term of office.

6. TREASURER: The Treasurer shall receive and account for all monies of the association. His/her accounts shall be reviewed at the end of each calendar year by a certified public accountant selected by the Board of Directors. The treasurer may succeed himself/herself for no more than two (2) consecutive terms following his/her initial term of office.

7. VACANCIES: If there is a vacancy in any of the offices of the Association, the Board of Directors may call a Special Meeting of the Association for the purpose of conducting an election to fill such vacancy.

ARTICLE V YOUNG LAWYERS' DIVISION

1. NAME: There shall be a section of the Association known as the "YOUNG LAWYERS' DIVISION."

2. PURPOSES: The purposes of this Division shall be:

- (a) To further the purposes of the Association as stated in Article I;

- (b) To organize the younger members of the Association so that they may cooperate for the betterment of the profession and for the advancement of the aims and works of the Association;
- (c) To provide a program of activities designed to be attractive and helpful to members of the Division;
- (d) To provide a medium with which to deal with problems and obligations peculiar to members of the Division;
- (e) To provide a method and means of cooperation between local young lawyers and the Pennsylvania Bar Association's Young Lawyers' Division.

3. MEMBERSHIP: The membership of this Division shall be open to all members of the Association until the conclusion of the next Annual Meeting of the Division after such member attains the age of thirty-nine (39) years, and shall also include all members of the Association, regardless of age, until the fourth Annual Meeting of the Division following the member's first admission to the practice of law in any jurisdiction.

4. BYLAWS: The Division shall have the power to adopt bylaws and amendments thereto, provided that such bylaws and amendments shall not be inconsistent with the Bylaws and purposes of the Association.

5. REPRESENTATION: Unless specifically authorized by the Association, no member of the Division shall represent the Association before any legislative body, court or other tribunal, nor publicly advocate, in the name of the Association, any of its recommendations, but shall make the same only within the Association.

ARTICLE VI STANDING COMMITTEES

1. MEMORIAL COMMITTEE:

- (a) The Committee shall consist of three (3) members to serve for one (1) year and until their successors shall be appointed.
- (b) The Committee shall make all necessary arrangements to give fitting expression to the sense of loss and sorrow of the Association upon the death of any of its members.

2. PUBLICATIONS COMMITTEE:

- (a) The Committee shall consist of at least three (3) members to serve for one (1) year and until their successors shall be appointed.
- (b) The Committee shall be in full charge of the operation and management of the *Chester County Law Reporter* and such further publications as it deems desirable, and which are approved by the Board of Directors, including the publications of bound volumes of opinions of Chester County courts.
- (c) In connection with the publications of the Association, the Committee shall appoint the editor and such assistant editors as it deems necessary and shall recommend to the Board of Directors the salary thereof, if any.

3. NOMINATING COMMITTEE:

- (a) The Committee members shall serve one (1) year terms and shall consist of nine (9) members of the Association, at least two (2) of whom shall be Past Presidents of the

Association, and at least two (2) of whom shall be members of the Chester County Bar Foundation Board of Directors, one (1) of whom shall be the current President of the Foundation.

(b) The Committee shall, at the Annual Meeting of the Association or at a Special Meeting called to fill a vacancy, present the names of one (1) or more nominees for each office to be voted upon. Any member of the Association may make additional nominations from the floor.

(c) The President or his/her designee shall report the election results to the membership at the Annual Meeting and in the next available issue of the *Chester County Law Reporter* or any other publication of the Association distributed generally to the members of the Association.

4. JUDICIAL EVALUATION COMMITTEE:

(a) The Committee shall consist of nine (9) members who shall each serve for a term of three (3) years and until their successors are elected, three (3) members being elected each year by the members of the Association eligible to vote at the Annual Meeting. Any vacancy on the Committee shall be filled by appointment by the Board of Directors and shall be for the unexpired portion of the term.

(b) The Committee shall organize and conduct plebiscites for all judicial vacancies on the Court of Common Pleas of Chester County, for the retention of any judge of the Court of Common Pleas of Chester County, for the election of any justice or judge of each appellate court of Pennsylvania who was a member of the Chester County Bar Association, and for the retention of any justice or judge of each appellate court of Pennsylvania.

(c) The Committee shall meet in November of each year, and at other times during the year as necessary to perform the work of the Committee as determined by the chairperson.

(d) The Duties of the Committee in the case of a judicial vacancy.

(1) Whenever it appears that a judicial vacancy exists or will exist on the Court of Common Pleas of Chester County, either by reason of the creation of a new judicial position, resignation, retirement or otherwise, the Committee shall timely notify the members of the Association that any person may submit to the Committee within ten (10) days of the date of the notice his or her name or the name of any other person who has currently indicated in writing his or her availability for judicial office. The Committee may also contact any other persons whom it deems qualified for consideration for judicial office and suggest they make themselves available for the same. If the vacancy may be filled by appointment by the Governor of the Commonwealth of Pennsylvania, the Committee shall promptly inform the Governor in writing of the existence of a procedure under these Bylaws whereby the Governor may be advised of the opinion of the membership of the Association as to the qualifications of any person or persons the Governor may be considering for the vacancy. The Committee shall also request the Governor to submit to the Committee the name of any person or persons whom the Governor may be considering for such appointment so that his, her or their names may be submitted to the membership of the Association.

(2) Within twenty (20) days after it is determined that a vacancy exists or will exist, the Committee shall submit to each person who has indicated his or her interest and each person identified by the Governor a statement of qualifications developed by the

Committee to elicit such information as the Committee deems relevant for evaluation of the potential candidate, together with an authorization to be completed by the candidate to allow the Committee to have access to any files of the Disciplinary Board of the Supreme Court of Pennsylvania concerning the candidate. The Committee shall request each candidate to complete, sign and return to the Committee the statement of qualifications and the authorization within ten (10) days of the date of the request to the candidate.

(3) Within fifteen (15) days after the expiration of the time for the return of the candidates' completed statements of qualifications and authorizations, the Committee shall:

(A) Prepare a written, secret ballot listing in alphabetical order the names of each candidate, which ballot shall provide for the following three (3) possible opinions regarding each candidate: "Qualified," "Not Presently Qualified," and "No Opinion."

(B) Mail or send by electronic communication to each member of the Association eligible to vote a written notice of the vacancy or vacancies which exist, a ballot, a copy of each candidate's completed statement of qualifications and such other information as the Committee deems pertinent. Electronic voting shall be permitted. Electronic voting shall be through an outside agency which shall, in writing, certify the accuracy of the voting tabulation and, in writing, provide assurance that the anonymity of the voters shall be preserved. The notice to the members eligible to vote shall state that the ballot must be returned to the Committee, or electronically to a company selected by the Board of Directors to receive and report electronic ballots, no later than twenty (20) days from the date of the notice to the members. If the ballot is returned by regular mail, the postmark shall determine the timeliness of the same. The Committee shall inform the members eligible to vote of any information it obtains from the Disciplinary Board concerning public disciplinary action taken by the Disciplinary Board against any candidate. The Committee shall not inform the members eligible to vote or any other person of any information it obtains concerning complaints made to or private disciplinary action taken by the Disciplinary Board against any candidate.

(C) If the Committee determines that deadlines set forth in this Section are impractical or unreasonable given the circumstances of a particular vacancy, the Committee may recommend that the Board of Directors modify any deadlines set forth herein and the Board of Directors may do so by the majority vote of a quorum of the Board of Directors.

(D) It is the intention of this Section that all persons interested in obtaining any judicial office identified in this Section will timely participate in a plebiscite before the election concerning the office or appointment to the office.

(4) Within ten (10) days after the expiration of the time for the receipt of the ballots, the Committee shall tabulate or confirm the certified tabulation of only those ballots received within the time limit prescribed and shall certify the results to the Board of Directors in writing, by listing in alphabetical order those candidates found "Qualified," those candidates found "Not Presently Qualified," and those candidates as to whom

there were “Insufficient Ballots Cast.” A candidate shall be considered as “Qualified” if he or she receives “Qualified” votes from a majority of those voting provided that at least twenty-five percent (25%) of the members eligible to vote have voted. A “No Opinion” ballot shall not be considered as a vote for these purposes. A candidate shall be considered as “Not Presently Qualified” if he or she receives “Not Presently Qualified” votes from a majority of those voting provided that at least twenty-five percent (25%) of the members eligible to vote have voted. A “No Opinion” ballot shall not be considered as a vote for these purposes. A candidate shall be deemed to have had “Insufficient Ballots Cast” if he or she is neither “Qualified” nor “Not Presently Qualified” as herein described. A ballot which indicates an opinion on less than all candidates shall not be thereby invalidated. Late ballots shall not be tabulated. Any blank votes contained within a ballot shall be deemed to be a “No Opinion” vote for each such candidate.

(5) Immediately upon receipt of the Committee’s report, the Board of Directors shall forward a copy of the results as reported by the Committee to each newspaper of daily circulation in Chester County and to such other newspapers and communications media as the Board of Directors may direct and to any person requesting the same. If the vacancy is one which may be filled by appointment by the Governor, the Board of Directors shall also forward a copy of the results to the Governor.

(e) In November of each year, the Committee shall determine whether any judicial vacancy exists or will exist on the Court of Common Pleas of Chester County which is to be filled by election in the following calendar year. If it is determined that such a vacancy exists or will exist, the Committee shall promptly conduct a plebiscite with reference to such vacancy in accordance with the procedure set forth in paragraph (d) above. Such plebiscite shall be completed by the end of December. The Committee shall promptly conduct additional plebiscites with respect to such vacancies in the event the Committee becomes aware of any candidate who has not been the subject of a plebiscite within the immediately preceding twelve (12) months.

(f) Duties of the Committee in retention elections.

(1) Whenever a judge of the Court of Common Pleas of Chester County or a justice or judge of a Pennsylvania appellate court is required to stand for a retention election, the Committee shall prepare a written, secret ballot containing the question:

“Is Judge (Justice) qualified for retention?”

Yes _____ No _____”

(2) The Committee shall mail or send by electronic communication to each member of the Association eligible to vote written notice of the retention election together with a copy of the ballot. Electronic voting shall be permitted. Electronic voting shall be through an outside agency which shall, in writing, certify the accuracy of the voting tabulation and, in writing, provide assurance that the anonymity of the voters shall be preserved. The notice to the members eligible to vote shall state that the ballot must be returned to the Committee, or electronically to a company selected by the Board of Directors to receive and report electronic ballots, no later than twenty (20) days from the date of the notice to the said members, which twenty day period shall be extended should the twentieth day fall on a weekend or holiday, in which event the last day shall

be the next following business day. If the ballot is returned by regular mail, the postmark shall determine the timeliness of the same.

(3) Within ten (10) days after the expiration of the time for the receipt of the ballots, the Committee shall tabulate or confirm the certified tabulation of only those ballots received within the time limit prescribed and the Committee shall certify the results in writing to the Board of Directors, by listing in alphabetical order, by Court, those candidates found to be qualified for retention, those candidates found not to be qualified for retention, and those candidates as to whom there were insufficient ballots cast. A candidate shall be deemed to be qualified for retention if he or she receives "Yes" votes from a majority of those voting provided that at least twenty-five percent (25%) of those members eligible to vote have voted. A candidate shall be deemed not to be qualified for retention if he or she receives "No" votes from a majority of those voting provided that at least twenty-five percent (25%) of those members eligible to vote have voted. A candidate shall be deemed to have "insufficient ballots cast" if he or she is neither qualified for retention nor not qualified for retention as herein described. Late ballots shall not be tabulated.

(4) Immediately upon receipt of the Committee's report, the Board of Directors shall forward a copy of the results as reported by the Committee to each newspaper of daily circulation in Chester County and to such other newspapers and communications media as the Board of Directors may direct and to any person requesting the same. In addition, the Board may take such action as it deems appropriate to support the results of the plebiscite.

(g) All ballots returned to the Committee in connection with any plebiscite shall be retained for a period of thirty (30) days after certification of the results to the Board of Directors, at which time all such ballots shall be promptly destroyed.

(h) The Committee may but shall not be required to conduct a plebiscite as to any candidate who has been the subject of a plebiscite within the immediately preceding twelve (12) months.

(i) Recusal of Committee members.

(1) If the chairperson of the Committee determines in the exercise of his or her sound judgment and discretion that a Committee member's participation in the administration of any plebiscite would create a material appearance of conflict of interest, bias or other impropriety, the chairperson shall request that such member recuse himself or herself from participation as a member of the Committee in any such plebiscite. If such member, after request, refuses to voluntarily recuse himself or herself, the chairperson shall act to recuse such member from such participation.

(2) If the President of the Bar Association determines that the chairperson of the Committee is subject to recusal for the reasons set forth herein, the President shall act to require the recusal of the chairperson or other members of the Committee in the manner set forth herein above. In the event of disqualification of the President to act pursuant to this section, the officers of the Bar Association shall act in the order of priority provided by the Bylaws.

(3) The President may appoint a member of the Association to serve as a member of the Committee during the period of any vacancy caused by recusal as provided in this paragraph.

5. CONTINUING LEGAL EDUCATION COMMITTEE:

- (a) The Committee shall consist of at least three (3) members who shall serve for one (1) year and until their successors shall be appointed.
- (b) The Committee shall provide for the continuing professional education of members of the Association by arranging and directing seminars, lectures and the dissemination of recorded and printed materials.

6. FEE DISPUTE COMMITTEE:

- (a) The Committee shall consist of at least five (5) members who shall serve for one (1) year and until their successors shall be appointed.
- (b) The Committee shall provide for the expeditious resolution through arbitration of any dispute involving fees charged by attorneys, as well as the resolution of other fee disputes as may be provided in the Rules which the committee establishes from time to time.

7. HISTORICAL COMMITTEE:

- (a) The Committee shall consist of at least three (3) members to serve for one (1) year and until their successors are appointed.
- (b) The Committee shall be responsible for the collection and appropriate safekeeping of all documents and records printed and otherwise deemed by the committee to be an accurate testimony of or of historical interest in connection with the activities and existence of the Chester County Bar Association or any of the members thereof or with respect to any predecessor organization.

8. MEMBERSHIP COMMITTEE:

- (a) The Committee shall consist of at least three (3) members to serve for one (1) year and until their successors are appointed.
- (b) The Committee shall be responsible for monitoring the membership of the Chester County Bar Association and for taking or recommending steps to maintain and increase the said membership.
- (c) The Committee shall also evaluate, develop, and implement, or recommend implementation of, new programs and services designed to enhance the overall value of membership in the Chester County Bar Association.

**ARTICLE VII
SPECIAL COMMITTEES**

The President may appoint special or ad hoc committees of any number of members he/she chooses and shall designate the chairperson thereof. The specific purpose or purposes of each special committee shall be those assigned by the President. The duration of each committee shall be the term of the President or such shorter period of time as the President shall direct.

ARTICLE VIII SECTIONS

1. ESTABLISHMENT: The Sections of the Association shall be such sections as may be established by the Board of Directors or the general membership of the Association at any Annual or Special Meeting of the Association.

2. JURISDICTION: The petition for establishment of a Section shall state the contemplated jurisdiction of the Section.

3. REVISION OR DISCONTINUANCE: The Board of Directors or the general membership of the Association may change the name of, combine, divide or discontinue any Section.

4. MEMBERSHIP: All members of Sections shall be members of the Association and, except as may otherwise be authorized and directed by the Board of Directors or the general membership, any member of the Association may be a member of any Section or Sections. This limitation does not prevent cooperation or affiliation approved by the Board of Directors or the general membership of the Association between Sections and nonmember groups.

5. MEETINGS: All Sections shall meet from time to time, but at least quarterly.

6. OFFICERS AND BYLAWS: A Section shall have a Chairperson, serving a three-year term at the pleasure of the President of the Board of Directors.

7. DUES AND EXPENDITURES: With the approval of the Board of Directors or the general membership of the Association, Section members may be required to pay dues. No change in Section dues shall be effective until approved by the Board of Directors or the general membership of the Association. No Section shall undertake any activity involving the expenditure of funds not raised through assessment of Section dues unless first authorized by the Board of Directors or the general membership of the Association.

8. ANNUAL REPORT: Each Section shall make an annual report to the general membership of the Association of its activities and shall make such special reports as the Board of Directors or the general membership of the Association may direct.

ARTICLE IX FISCAL

1. DUES AND ASSESSMENTS:

(a) The annual dues of each member shall be in such amount as is fixed at the Annual Meeting or the amount of the prior year's dues if not acted upon at the Annual Meeting, and shall be due and payable within such time or times as shall be set by the Board of Directors.

(b) Special assessments may be levied by a majority vote of the members of the Association present in person at any meeting, the notice of call of which sets forth such subject matter.

2. BANK ACCOUNTS:

The Association shall maintain such bank account or accounts as shall be provided for by these Bylaws or Resolution of the Board of Directors. Accounts of the Association shall

be subject to withdrawal upon checks signed by any two (2) officers of the Association or by any one (1) officer and the executive director of the Association.

- 3. RECEIPT:** All receipts of the Association shall be deposited in the appropriate bank account.

ARTICLE X MEETINGS

1. ANNUAL MEETING: The Annual Meeting of the Association shall be held in November or December, but not later than December 15th of each year, at such time and place as the Board of Directors may direct. At least ten (10) days written notice of the Annual Meeting shall be given.

2. SPECIAL MEETINGS:

- (a) Special Meetings of the Association or its Board of Directors may be called by the President.
- (b) Special Meetings of the Association shall be called by the President upon the written request of any ten (10) members of the Association.
- (c) Special Meetings of the Board of Directors shall be called by the President upon the request of three (3) members thereof.
- (d) At least ten (10) days written notice of all Association meetings shall be given.

3. QUORUM:

- (a) A quorum for the transaction of any business by the Association shall consist of fifty (50) members eligible to vote present in person at a duly called meeting.
- (b) A quorum for the transaction of any business by the Board of Directors shall consist of nine (9) members.

4. ORDER OF BUSINESS: The Order of Business at the Annual Meeting shall be as follows unless suspended or changed by two-thirds (2/3) vote of the members present in person:

- (a) Reading of minutes of previous meeting;
- (b) Report of treasurer and action thereon;
- (c) Reports of standing committees and action thereon;
- (d) Reports of special committees and action thereon;
- (e) Communications from officers and others;
- (f) Unfinished business;
- (g) New business; and
- (h) Election of officers and of any other position in the Association to be filled by election.

ARTICLE XI AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present in person at any Annual or Special Meeting, provided that the ten (10) day written notice of call of the meeting shall set forth the text of any proposed amendment. Unless otherwise provided thereby, an amendment of the Bylaws shall become effective at the adjournment of the Annual Meeting or other meeting at which the amendment is adopted.

ARTICLE XII NOTICE

Any notice required or permitted to be given pursuant to these Bylaws shall be deemed to have been sufficiently given if in writing and mailed by first class mail postage prepaid to each person entitled to receive notice or, as to notice to be given to the membership generally or to more than fifteen (15) members thereof, if either mailed or sent by electronic communication as aforesaid or if published in any publication of the Association which is mailed by first class mail or sent by electronic communication to each member of the Association at their physical or electronic address as the same shall appear on the Association's membership database. Any member for whom the Association does not have an electronic address shall be given notice by mail as aforesaid. Notice shall be deemed to have been given on the date upon which the notice or publication is mailed or sent by electronic communication.

ARTICLE XIII ADOPTION AND DISTRIBUTION

1. The Bylaws shall become effective upon adoption.
2. A copy of these Bylaws shall be posted in the Members Only area on the Association's website. If a member does not have access to the Association's website, then these Bylaws shall be delivered to such member.

ARTICLE XIV TIME

The following rules apply in computing any time period specified in these By-Laws:

- (1) Period Stated in Days or a Longer Unit. When the period is stated in days or a longer unit of time:
 - a. Exclude the day of the event that triggers the period;
 - b. Count every day, including intermediate Saturdays, Sundays, and legal holidays; and
 - c. Include the last day of the period, but if the last day is a Saturday, Sunday, or legal holiday, the period continues to run until the end of the next day that is not a Saturday, Sunday, or legal holiday.
- (2) "Legal Holiday" Defined. "Legal holiday" means:
 - a. The day set aside by statute for observing New Year's Day, Dr. Martin Luther King Jr.'s Birthday, Washington's Birthday, Memorial Day, Independence Day, Labor Day, Columbus Day, Veterans' Day, Thanksgiving Day, or Christmas Day;
 - b. Any day declared a holiday by the President or Congress of the United States; and
 - c. Any other day declared a holiday by the Commonwealth of Pennsylvania.