

**BY-LAWS**  
**WASHINGTON COUNTY BAR ASSOCIATION**

As Most Recently Amended October 24, 2016

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## **ARTICLE I MEMBERSHIP**

Section 1. CLASSES. The membership of the Association shall consist of active, senior, associate, honorary and law student members.

Section 2. ACTIVE MEMBERS. An attorney who is a member in good standing of the Bar of the Supreme Court of Pennsylvania and who maintains his or her principal office for the practice of law in Washington County, Pennsylvania or who resides in Washington County, Pennsylvania, is eligible for active membership. The term "practice of law" includes employment by others to perform legal services. A judge or justice who resides in Washington County is eligible for active membership.

Section 3. SENIOR MEMBERS. An active member in good standing who has been a member of the Association for at least twenty-five (25) years and who retires from the practice of law and desires to continue membership in the Association as senior member shall be eligible for senior membership upon application and approval of the Board of Directors. Senior members shall be entitled to all the rights and privileges of active members except the right to vote, to hold office in the Association and as otherwise limited by the Board of Directors.

Section 4. ASSOCIATE MEMBERS. An attorney who is a member in good standing of the Bar of the Supreme Court of Pennsylvania or the highest court of any other state or Commonwealth and who does not qualify for Active Membership shall be eligible for associate membership. Associate members shall be entitled to all rights and privileges of active members except the right to vote, to hold office in the Association and as otherwise limited by the Board of Directors.

Section 5. HONORARY MEMBERS. All judges of the Court of Common Pleas of Washington County, Pennsylvania, or judges of any court of record having jurisdiction in Washington County, Pennsylvania shall be eligible for honorary membership. All such judges of the Court of Common Pleas of Washington County, Pennsylvania who have retired and are not in the practice of law shall also be eligible for honorary membership. Honorary members shall be entitled to all rights and privileges of active members except the right to vote, to hold office in the Association and as otherwise limited by the Board of Directors.

Section 6. LAW STUDENT MEMBERS. A law student in good standing who: (i) is registered in a Pennsylvania Law School accredited by the American Bar Association; or (ii) is a resident of the Commonwealth of Pennsylvania and is registered in any law school accredited by the American Bar Association. A Law Student Member shall be entitled to all rights and privileges of active members except the right to vote, to hold office in the Association and as otherwise limited by the Board of Directors.

Section 7. APPLICATION FOR MEMBERSHIP. Any person desiring admission to active or associate membership in the Association shall send to the Secretary a signed application on a form prescribed by the Board. The Board of Directors shall consider any pending application. The applicant must receive the affirmative vote of a majority of the Board of Directors to be admitted to membership. The Board of Directors shall publish to the membership the names of those admitted. A member opposed to the admission of any individual will have 10 days from the date the new member's name is published to object to the applicant's admission for cause and request that the Board of Directors submit the application to the membership for consideration at its next meeting, which request the Board may accept or reject in its sole discretion.

Section 8. MEMBERSHIP LIST. The Board of Directors shall review the membership list of the Association at least annually and make such reclassifications and deletions as are necessary to bring the list into compliance with the membership eligibility requirements of these by-laws. Any member so reclassified or deleted shall be notified in writing and shall have the right to appeal such reclassification or deletion to the Association.

## **ARTICLE II DUES**

Section 1. ANNUAL DUES. The dues of all classes of members shall be fixed annually by the Board of Directors. The Board of Directors may classify and divide any class of members by period of admission to practice, age, residence, occupation or any reasonable standard of classification. The Board of Directors may at any time waive, suspend or remit dues in a case of extreme hardship. The Board of Directors may waive dues for any class of membership.

Section 2. DUE DATE. The Board of Directors shall establish when membership dues shall be due and payable. The Board of Directors is authorized to provide for payment of dues in installments, proportions, discounts for early payment and charges for late payment.

Section 3. FAILURE TO PAY DUES. Any member who does not pay his/her dues or any installment thereon within thirty (30) days of the due date shall be notified in writing of such delinquency by the Treasurer. In the event such required payment is not made within thirty (30) days of said notice, the delinquent member shall be automatically suspended from membership and his/her name removed from the membership roll.

### **ARTICLE III MEETINGS AND ORDER OF BUSINESS**

Section 1. ANNUAL MEETING. Unless otherwise set by the Board of Directors, the annual meeting of the Association shall be held each year on the fourth Monday of January at 4:45pm at a place designated by the Board of Directors.

Section 2. STATED MEETINGS. The Board of Directors shall establish annually a schedule of stated meetings of the Association.

Section 3. SPECIAL MEETINGS. Special meetings of the Association may be called by the President or by the Board of Directors. A special meeting shall be called by the President upon written request of ten (10) members of the Association made to the President. Such request shall state the purpose of the meeting.

Section 4. ADJOURNMENT. Any meeting, stated or special, may be adjourned to a time certain by a vote of a majority of the members present.

Section 5. CALLS FOR MEETINGS. All calls for meetings shall be sent in writing to the members at least five (5) days before the time fixed for the meeting. Calls for special meetings shall state briefly the purpose of the meeting. When directed by the President, calls shall be accompanied by copies of any resolutions or reports to be proposed to the membership for consideration or adoption.

Section 6. QUORUM. A quorum for the transaction of business shall consist of twenty (20) active members.

Section 7. CONDUCT OF MEETINGS. Robert's Rule of Order, as amended from time to time, shall govern the conduct of business at all meetings.

Section 8. FORM OF VOTE. Voting by active members on business which comes before the membership at the annual or stated meetings (either regular or special) may be as set out herein. If the Board of Directors determines that specific forms of voting should be required or that the will of the entire active membership should be solicited, the Board of Directors may authorize specific forms of voting for a particular business transaction and will announce the same with the notice of the meeting, especially for instances where voting by written proxy may not be practical or where the physical presence of an active member is not required at the meeting.

- (a) By voice vote of active members present;
- (b) By secret, written ballot of active members present;
- (c) By written proxy of an active member, which is filed with the Secretary of the Association, designating an active member to vote for such absent member. The designee must attend the meeting and must vote the proxy in person, provided that no member may vote by proxy more than once per calendar year for the purpose that shall be specifically stated therein;
- (d) By a poll of the entire active membership prior to the meeting by means of a paper or electronic ballot, the results of such poll which will be announced by the President at the time the business is transacted at the meeting;
- (e) By emailing, texting or other electronic means prior to the meeting which sets forth on what it is the active member is voting, how the active member is voting and the identity of the active member voting. This form of voting may be accepted by the Executive Director or the President's designee to be given to the President for when the business is transacted at the meeting;
- (f) By regular mail, which is received by the President prior to the meeting at which the business is transacted, whereby the active member sets forth on what item he/she is voting and how he/she is voting.

Section 9. ORDER OF BUSINESS. At each annual and stated meeting of the Association, the order of the transaction of business shall be:

- (a) Approval of the minutes of the preceding meetings.
- (b) Report of the Treasurer.
- (c) Report of the Board of Directors.
- (d) Election of new members, if needed
- (e) Reports of standing committees and Sections
- (f) Reports of special committees.
- (g) Reports of delegates to State and National Bar functions.
- (h) Report of Young Lawyers' Division
- (i) Unfinished business.
- (j) New business.
- (k) Election of officers (when applicable).

## **ARTICLE IV OFFICERS**

Section 1. OFFICERS. The officers of the Association, who shall constitute the Executive Committee of the Association, shall be a President, President-elect, Vice-President, Secretary and Treasurer, each of whom must be an active member.

Section 2. PRESIDENT. The President shall serve as the principal officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall appoint members of standing and special committees, except as otherwise provided by these by-laws.

Section 3. President-elect. The President-elect shall perform the duties of the President in the absence of the President. The President-Elect shall automatically succeed to the office of President at the expiration of the term of the incumbent President.

Section 4. VICE-PRESIDENT. The Vice-President shall perform the duties of the President-elect in the absence of the President-elect. The Vice-President shall automatically succeed to the office of President-elect at the expiration of the term of the incumbent President-elect.

Section 5. SECRETARY. The Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors, as well as such records as shall be ordered by the Association or the Board of Directors. The Secretary shall organize and update all such minutes and records in registers indexed and maintained in the Association offices. The Secretary shall issue notices of meetings and of other appropriate matters, and shall maintain the membership roll.

Section 6. TREASURER. The Treasurer shall receive monies of the Association, and shall make such disbursements as are authorized by the Association or the Board of Directors. The Treasurer shall maintain the books of the account in the offices of the Association. The Treasurer shall report his/her accounting to the Association at the annual meeting, and shall account to the Board of Directors at each meeting of the Board.

Section 7. TERM OF OFFICE. Each officer shall hold office for one (1) year or until such officer's successor shall have been duly elected and assumed office or until such officer's earlier death, disability, resignation, removal, or cessation as an active member in good standing.

Section 8. TENURE LIMITATION. The President shall not be eligible to hold that office for any year succeeding the year for which he or she has been elected.

Section 9. EXPENSE ALLOWANCE. The Board of Directors may authorize a reasonable allowance to officers, members of the Board of Directors, a representative of the Young Lawyers' Division, members of the Pennsylvania Bar Association House of Delegates and Zone Governor in relief of their expenses for attending meetings of the Pennsylvania Bar Association.

Section 10. VACANCIES.

- (a) If the office of the President becomes vacant, the President-Elect shall become the President for the unexpired term. This shall not affect the same President-elect succeeding to the Presidency for the following year.
- (b) If the office of the President-elect becomes vacant, the Vice-President shall become the President-elect for the unexpired term. This shall not affect the same Vice-President succeeding to the President-elect position for the following year.
- (c) A vacancy in the office of the Vice-President shall be filled promptly by vote of the Association.
- (d) A vacancy in any other office or on the Board of Directors shall be filled by appointment of the Executive Committee, with approval by the Board of Directors, for the unexpired term.

## **ARTICLE V NOMINATION AND ELECTION OF OFFICERS**

Section 1. NOMINATIONS. The Committee on Nominations shall place in nomination for election candidates for offices in the Association to be filled by vote of the active membership. The report of this Committee shall be included in the notice of the stated meeting in September of each year. Nominations may be made from the floor at such meeting.

Section 2. TIME OF ELECTION. The election of officers and members of the Board of Directors shall be held at the stated meeting in October of each year. Those elected shall assume office on January 1 of the year following their election, except as otherwise provided by these by-laws.

Section 3. FORM OF VOTE. Voting on nominations shall be only by active members present and voting in person at the meeting. Voting for uncontested offices shall be by voice vote. Voting for contested offices shall be written by secret ballot. A plurality of the votes cast shall be sufficient for election.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. MEMBERSHIP. The Board of Directors shall have fourteen (14) members, who shall be the following: The President, President-elect, Vice-President, Secretary, Treasurer, the prior year's President, the President and President-Elect of the Young Lawyers' Division, and six (6) active members elected by the Association, two (2) of whom shall be elected each year for a term of three (3) years.

Section 2. POWERS AND DUTIES. In addition to the powers and duties elsewhere in these by-laws expressly granted to or imposed upon the Board of Directors, and except for those matters which are by these by-laws expressly reserved to the membership of the Association, the Board of Directors shall in the interim between meetings of the Association have full authority and control over all the business and affairs of the Association with power to act on its behalf, subject, however, to review and action at a subsequent meeting of the membership of the Association. No subsequent action by the membership of the Association shall invalidate any transactions already implemented pursuant to authorization by the Board of Directors.

Section 3. MEETINGS. Except as otherwise established by the board, the Board of Directors shall meet once a month and upon the call of the President. A majority of the members of the Board of Directors shall constitute a quorum. The majority vote of the members present shall constitute the action of the Board of Directors.

Section 4. DIRECTORS AND OFFICERS RIGHT TO INDEMNITY. Each person who is or was a director or officer of the Association shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Association or otherwise) arising out of his/her service to the Association or to another organization at the Association's request. Persons who are not directors or officers of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this section shall be applicable to actions, suits, or proceeding commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

### Section 5. REMOVAL FROM OFFICE.

- (a) The office of a member of the Board of Directors shall become vacant upon that member's death, disability, resignation, removal or cessation as an active member in good standing.
- (b) An officer or member of the Board of Directors may be removed from such office by a two-thirds (2/3rds) vote of the Board of Directors, for cause shown, following notice, opportunity to be heard, and upon ratification by a majority of the members of the Association at the next regular meeting of the Association.
- (c) An officer or member of the Board of Directors shall automatically forfeit his/her office following four (4) absences from regular Board of Directors meetings, within any twelve (12) consecutive months.

## **ARTICLE VII EXECUTIVE DIRECTOR**

An Executive Director may be appointed by the Executive Committee, with approval by the Board of Directors, on terms the Committee shall establish and shall serve at its pleasure with such compensation as set forth from time to time by the Board. The Executive Director shall perform such executive and administrative duties as may be assigned by the Board of Directors.

## **ARTICLE VIII COMMITTEES**

Section 1. CREATION OF COMMITTEES. The Association shall have the standing committees set forth in these by-laws and such special committees as the Association or the Board of Directors may by resolution create from time to time.

Section 2. COMMITTEE DUTIES. The duties and responsibilities of standing committees provided for in these by-laws shall be as set forth in these by-laws. The duties and responsibilities of special committees shall be as set forth in the resolutions creating them and any amendment thereof subsequently adopted by either the Association or the Board of Directors. Assignments of duties and projects of standing and special committees shall be made by

the President. Except as otherwise directed by the President, each committee may designate such subcommittees as deemed expedient.

Section 3. COMPOSITION AND TENURE. Each of the standing and special committees, except as otherwise provided in these by-laws or in the resolution creating the committee, shall consist of at least three (3) members. Initial appointments may be for staggered terms, to the end that each committee shall have a rotating membership, with terms of one to five years, except as otherwise provided in these by-laws or in the resolution creating the committee. Except as otherwise provided in these by-laws, any member appointed to a committee shall continue as a member thereof until a successor committee has been appointed unless the committee shall be terminated or the member shall resign, be removed therefrom, be suspended as a member of the Association or rotate off the Committee.

Section 4. APPOINTMENT AND REMOVAL OF COMMITTEE MEMBERS. Except as otherwise provided in these by-laws, the President of the Association shall annually appoint the members of each committee and may, with the approval of the Board of Directors, remove any member of any committee. Except as otherwise provided in these by-laws, the President shall appoint the successor of any member for the remainder of the term in question. Each committee chairperson has discretion to assign appointed committee members to subcommittees as deemed expedient.

Section 5. COMMITTEE OFFICERS. Except as otherwise provided in these by-laws, the President of the Association shall appoint a chairperson for each committee from the members thereof. At its first meeting each year, each committee shall elect a vice-chairperson and secretary. Such committee officers shall be governed by the tenure provisions of this article.

Section 6. MEETINGS AND QUORUM. Each committee shall convene at least once each year and shall also meet at the call of the President of the Association or of the assigned liaison member of the Board of Directors, as the committee chairperson may direct, or at such times as meetings are called by a majority of the members of the committee. A majority of the members of any committee shall constitute a quorum. Members may participate in meetings by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 7. COMMITTEE RULES. Each committee shall have the power to adopt rules for the conduct of its own business, provided the rules are not inconsistent with these by-laws or with any rules or resolutions heretofore or hereafter adopted by the Board of Directors or the Association.

Section 8. COMMITTEE EXPENDITURE. Unless otherwise provided in these by-laws, or in a resolution creating or continuing a committee, no committee shall incur any expense or expend any money in excess of the amount authorized for the committee, in the annual budget, or in any amendment thereof, unless it receives prior approval of the Board of Directors. Vouchers authorizing payment of funds appropriated in the budget for committee activity or by special resolution of the Board of Directors must be signed by the chairperson of the committee, and delivered to the Treasurer of the Association and have attached thereto any invoice received by the committee or an appropriation memorandum describing the nature and purpose of the expenditure. Each committee shall maintain, as part of the permanent records of the committee, a record of the expenditures of the committee.

Section 9. COMMITTEE RECORDS AND REPORTS. Each committee shall keep minutes of its meeting and records of its activities and shall cause them to be filed with the permanent records of the Association. Each committee shall submit to the Board of Directors a report of its activities in such detail and at such times as the Board of Directors may require.

Section 10. COMMITTEE ACTIONS AND RECOMMENDATIONS. Unless specifically authorized by the Board of Directors, no committee or member thereof may represent the Association, or the committee, before any legislative body, Court or other tribunal, or publicly advocate, either as individuals or in the name of the Association, as "committee recommendations", any of the committee's recommendations, except within the Association.

Section 11. TERMINATION OF COMMITTEES. The Board of Directors may at any time terminate any committee created by resolutions previously adopted, but may not terminate any committee established by these by-laws except by amendment in accordance with these by-laws.

Section 12. EX-OFFICIO COMMITTEE MEMBERS. The President and the Vice-President of the Association shall be ex-officio members, without a vote, of all committees.

Section 13. STANDING COMMITTEES. The standing committees shall be:

- (a) Committee on Court Relations
- (b) Committee on Fee Disputes
- (c) Committee on Finance and Administration

- (d) Committee on Legacy and Conservatorship
- (e) Committee on Nominations
- (f) Committee on Member Relations
- (g) Committee on Pro Bono and Lawyer Referral Services
- (h) Committee on Professionalism
- (i) Committee on Public Offices and Records
- (j) Committee on Public Relations and Services

- (a) **COMMITTEE ON COURT RELATIONS.** The Committee on Court Relations shall provide such programs and activities as shall produce cooperation, understanding and good will among the Bench and members of the Bar Association, and shall convey to the courts the concerns of the Bar Association with reference to the operation and activities of the Courts. When possible, one (1) person so appointed each year shall be that non-officer member of the Board of Directors who is a senior in tenure and the other(s) shall be a past President of the Association. When there is only one (1) vacancy to be filled, the appointing President shall select a past President of the Association. A committee member who actively campaigns for, serves on the campaign committee for, or personally contributes to the campaign of any candidate seeking election in a contested race shall be removed from the Committee by the Association President, with the vacancy to be filled by appointment of the Association President. A Committee Chairperson, Vice-Chairperson and Secretary shall be elected annually by the Committee after its reconstitution. No member may be re-appointed to the Committee until one (1) year has elapsed since the expiration of such member's previous term. All votes in the committee shall be by secret ballot.

The Committee shall, in coordination with appropriate practice area Sections, observe and consider the practical workings of, and necessity for, Rules of the Court of Common Pleas of Washington County and its several divisions and shall make itself available to the judges of the Court of Common Pleas of Washington County, Pennsylvania, for preparation of required or desired Rules of Court. The Committee shall make such recommendations as it deems advisable as to Rules to be promulgated.

The Committee shall also consider forthcoming elections, appointments, and retention elections for the Bench and shall recommend to the Association for its action thereon, rules, procedures, programs, and activities for the participation of the Association and its members in such activity. Polls shall be conducted to inform the public whether the members of the Association consider applicants to be qualified for the judicial office in question. The proposed details, however, of the poll and the manner of promulgation or publication of the results unless previously approved by the Association shall be submitted no later than sixty (60) days prior to the polls, if any, to the Association for its action. The Association may accept, reject, or amend the Committee recommendations, bearing in mind the responsibility of the members of the Association in securing competent and desirable candidates to fill judicial positions. The Committee shall also seek out members of the Bar who are qualified to hold judicial office and encourage them to accept judicial appointment or to seek election to the Bench.

The court systems over which this section confers jurisdiction upon the committee are the Court of Common Pleas of Washington County, Pennsylvania, Commonwealth Court of Pennsylvania, Superior Court of Pennsylvania, Supreme Court of Pennsylvania, United States District Court for the Western District of Pennsylvania, United States Court of Appeals for the Third Circuit, and Supreme Court of the United States. The Committee may, in its discretion, consider jurisdiction over an appointment or election to the office of Magisterial District Judge in Washington County.

- (b) **COMMITTEE ON FEE DISPUTES.** The Committee on Fee Disputes shall consider all matters referred to it by the President of the Association or the President's designee. The Committee shall promulgate such rules, subject to the approval of the Board of Directors and consistent with rules of procedure of the Disciplinary Board of the Supreme Court of Pennsylvania, to govern procedures before the Committee and its deliberations and decisions as it deems appropriate, which rules shall be reduced to writing by its secretary. The rules shall, however, provide for a hearing at the request of either the client or the attorney involved. Testimony may be taken at the hearing at the expense of the Association in accordance with the rules of the Committee.
- (c) **COMMITTEE ON FINANCE AND ADMINISTRATION.** The President-elect shall be chairperson of the Committee. The Committee on Finance and Administration is to annually review the Association's current and preceding years' financial records and prepare and present to the Board of Directors no later than November 1 of each year an annual budget for consideration and adoption. The Board of Directors may amend the proposed budget. The budget shall set out



the proposed income and expenses of the Association and each of its committees for the forthcoming year. The Committee shall also, subject to the control of the Board of Directors, oversee the operation of the Washington County Reports as it relates to both revenue and content of the legal journal. The Committee shall oversee Association employee policies and practices, including annual salary and benefit recommendations to the Board of Directors, complaint and grievance procedures, and other duties as directed by the Board of Directors to ensure compliance with applicable state and federal employment laws and to ensure adequate administrative support for Association operations.

- (d) **COMMITTEE ON LEGACY AND CONSERVATORSHIP.** The Committee on Legacy and Conservatorship shall provide for the preservation of such matters relating to the history of the profession and its practitioners as may be of interest and shall cause to be prepared, and presented at an appropriate time and place, a suitable memorial of the life of deceased members of the Association. At the direction of the Court, the Committee may file conservatorship petitions pursuant to the Rules of the Disciplinary Board of the Supreme Court of Pennsylvania. The Committee should be guided by written rules for its operation and assignment of conservators. Such rules are to be submitted to the Board of Directors and the Washington County Court of Common Pleas for approval. The rules so adopted shall remain in effect until changed by the Board of Directors and the Court.
- (e) **COMMITTEE ON NOMINATIONS.** The Committee on Nominations shall consist of the five (5) most recent past presidents. The Committee shall consider, and place in nomination for election, candidates for offices and such committees as are to be filled by vote of the membership. The Committee's report shall be included in the notice of the meeting in which the report is to be presented.
- (f) **COMMITTEE ON MEMBER RELATIONS.** The Committee on Member Relations is to provide such programs and activities as will foster cooperation, understanding and good will among the members of the Bar Association. The Committee shall, at the direction and approval of the President or the Board of Directors, examine and develop Bar Association policies and programs concerning membership recruitment, orientation, admission, participation and retention and may solicit and manage agreements with vendors providing member benefits programs, with all vendor agreements subject to prior approval of the Board.
- (g) **COMMITTEE ON PRO BONO AND LAWYER REFERRAL SERVICES.** The Committee on Pro Bono and Lawyer Referral Services shall, when possible, include as one of its members an attorney of the legal aid entity operating in the county. The Committee shall operate all pro bono and lawyer referral service programs of the Association. The Committee shall prepare rules for the operation of all pro bono and referral programs and submit those rules to the Board of Directors for approval. The rules so adopted shall remain in effect until changed by the Committee and approved by the Board of Directors.
- (h) **COMMITTEE ON PROFESSIONALISM.** The Committee on Professionalism shall concern itself with issues relating to the ethical, educational, personal and meritorious issues of the practice of law. The committee shall, if so requested in writing, furnish to any member of the Association its opinion whether any course of professional conduct made the subject of the member's request is, or is not, in violation of the ethics of the profession. The Committee will not render moot opinions or opinions as to activity of any person or entity except members of the Association who have requested such advisory opinion. The Committee shall maintain permanent files and shall be authorized to publish its opinions when appropriate for the guidance of members of the Association.

At the direction of the President, the Committee shall be responsible for scheduling speakers and lecturers and the preparation and presentation of programs at Bar Association meetings and presentation of continuing legal education programs for the benefit of members of the Association. A component of programming shall annually include education regarding the causes, results, and solutions to such matters as alcoholism, drug addiction, stress and gambling obsessions as well as psychological/psychiatric problems.

The Committee may, upon request of any individual, whether a member of the Association or a member of the public, investigate and inform the Board of Directors with regard to the unauthorized practice of law by laymen and lay agencies, and make recommendations for the prevention thereof. If instructed to do so by the Board of Directors, the Committee shall represent the Association in criminal and civil actions brought in connection with the unauthorized practice of law.

The Committee shall promulgate standards for recognition of those members of the Association who should be honored for their contributions to the profession and shall prepare and present suitable awards at appropriate times to those Association members it selects for such honor. The Committee shall also promote the professional recognition of qualified members by submitting nominations for awards as approved by the Board of Directors.

- (i) **COMMITTEE ON PUBLIC OFFICES AND RECORDS.** The Committee on Public Offices and Records shall represent the Bar Association and make recommendations as to arrangement, conduct and management of Courthouse offices and in the keeping of all public records of the County. It shall be ready to consult with and assist the County officers in charge of all such records. The Committee shall be responsible for working with the Court and the County Law Librarian to provide the best available law library; it shall recommend the purchase of books and other materials for the law library; and it shall inform the members of the Association of the materials available at the law library. The Committee shall function in accordance with applicable rules of the court and statutes. The Committee should meet once each month in order to transact business.
- (j) **COMMITTEE ON PUBLIC RELATIONS AND SERVICES.** The Committee on Public Relations and Services shall provide speakers, programs, and various media presentations to the public for the purpose of enhancing the reputation of lawyers in general and Washington County lawyers in particular. It shall have the power to sponsor public lectures and discussions and disseminate information concerning such basic rights and to cooperate with other organizations having like purposes. The Committee shall investigate actual or threatened substantial violations of the basic civil rights guaranteed by the Pennsylvania and the United States Constitutions and may take such steps as it deems proper to secure competent representation for complainants in such cases. When so authorized by the Board of Directors, it may protest in the name of the Association against any of the aforesaid violations or may appear as “amicus curiae” or otherwise in a case arising therefrom.

## **ARTICLE IX SECTIONS**

**Section 1. CREATION OF SECTIONS.** The Board of Directors, by a two-thirds (2/3rds) vote of the members present, may establish sections for the purpose of promoting the objectives of the Association and its members within particular fields as designated by the names of such sections and shall provide a means for interested attorneys to meet to discuss particular aspects of such Section.

**Section 2. COMBINATION, DISCONTINUANCE OR CHANGE OF NAME.** The Board of Directors, by a two-thirds (2/3rds) vote of the members present, may combine existing sections, discontinue any section, change the name of any section, or limit its sphere of activities after giving thirty (30) days written notice to the ~~chairman~~ President of such section of its intention to adopt such action.

**Section 3. MEMBERSHIP.** Membership in any section is open to all members of the Association, except to the extent limited in the bylaws of the Association or in such Section’s bylaws.

**Section 4. BY-LAWS.** Each section shall adopt by-laws not inconsistent with these By-Laws. The jurisdiction of each section shall be described in its by-laws. Such by-laws, and any amendment thereto, shall become effective when approved by the Board of Directors.

**Section 5. OFFICERS.** A section shall have a President and may also have such other offices as its by-laws may provide. It may also have a council consisting of the section officers and such other members as its by-laws may provide. Until the selection of a Section President as provided in its by-laws, the Section President shall be appointed by the President of the Association.

**Section 6. DUES.** If provided in its by-laws, and upon approval of the Board of Directors, a section may require that section members pay dues. No section shall undertake any activity involving the expenditure of funds not raised through the assessment of section dues unless first authorized by the Board of Directors.

**Section 7. MEETINGS.** Meetings shall be held at such times and places as selected by the section President or as otherwise provided in the section by-laws.

**Section 8. REPORTS.** All Section Presidents shall provide annual written reports on section activities to the Board of Directors.

**Section 9. ACTIONS AND RECOMMENDATIONS.** Except as specifically authorized by the Board of Directors, no section or members thereof shall assume to represent the Association or the section before any

legislative body, court or other tribunal, nor publicly advocate, in its own name or in that of the Association, any of its recommendations, but shall make the same only within the Association.

## **ARTICLE X YOUNG LAWYERS' DIVISION**

Section 1. MEMBERSHIP. Those members of the Association who qualify for membership in the Pennsylvania Bar Association Young Lawyers' Division shall constitute the Young Lawyers' Division of the Association.

Section 2. PURPOSES. The purposes of the Young Lawyers' Division shall be the organization of the qualified members of the Association for the betterment of the profession, the advancement of the work of the Association, and for the performance of such duties and functions as may from time to time be assigned to it by the President or Board of Directors of the Association.

Section 3. BY-LAWS. The Young Lawyers' Division may adopt by-laws and amendments thereto, subject to the prior approval thereof by the Board of Directors of the Association.

Section 4. OFFICERS AND COMMITTEES. The Young Lawyers' Division shall have the right to elect its own officers and appoint such committees as provided for in the by-laws of the Division.

## **ARTICLE XI FINANCIALS**

Section 1. FINANCIAL REVIEW. The Board of Directors shall, as often as it deems necessary or is required by law or an outside body, but not more than once each calendar year, appoint either an independent auditor or three members of the Association whose duties shall be to conduct a review of the books, accounts and financial records of the Association and of the Association Treasurer, and to thereafter file with the Board of Directors a written statement concerning the condition of the items audited or reviewed.

Section 2. REPORT. The report is to be either communicated verbally or physically distributed to the members of the Association (whichever the Board of Directors shall deem appropriate) not more than six months after completion of the review. The Association, by majority vote of its members at any duly called and constituted meeting, shall have the power to require that a written report be prepared and distributed to the members of the Association.

## **ARTICLE XII SUSPENSION, EXPULSION, AND RESIGNATION**

Section 1. EFFECT OF SUSPENSION OR EXPULSION FROM BAR. A member of this Association who is suspended or disbarred by the Supreme Court of Pennsylvania from the practice of law in this Commonwealth shall automatically lose membership in this Association. Upon reinstatement to the practice of law in this Commonwealth, such individual shall be eligible to reapply for membership in this Association.

Section 2. SUSPENSION OR EXPULSION BY THE ASSOCIATION. Upon the recommendation of the Board of Directors, and upon the majority vote of the active membership present at any meeting of the Association, a member may be suspended or expelled for misconduct in matters connected with the Association or the member's personal or professional conduct. However, no such action may be taken by the membership at any such meeting unless the notice of the meeting contained notice of the proposed action.

Section 3. SUSPENSION FOR NONPAYMENT OF DUES. A member may also be suspended from membership for nonpayment of dues, as otherwise provided in these by-laws.

Section 4. SUSPENSION FOR NONPAYMENT OF DEBTS. A member shall also be suspended from membership for non-payment of debts due to the Association including debts due to the Legal Journal or Lawyer Referral Service, in accordance with the Credit-Collection Policy as adopted from time-to-time by the Board of Directors.

Section 5. REINSTATEMENT OF SUSPENDED MEMBERS. A member who has been suspended for failure to pay dues or debts due to the Association, if otherwise qualified, may be reinstated by the Board of Directors, upon application and the payment of: (a) dues, including penalties, owed at the time the member was suspended; (b) debts to the Association at the time of the application for reinstatement; (c) an administrative fee in an amount set and reviewed annually by the Board of Directors; (d) annual dues for the current year without credit for proration.

Section 6. RESIGNATION. A member, by written notice to the Secretary, may resign membership in the Association provided such member is in good standing at the time of resignation; however dues shall not generally be refundable unless otherwise approved by the Board.

Section 7. RIGHTS OF MEMBER SUSPENDED OR EXPELLED. A member who is suspended or expelled or otherwise ceases to be a member shall not be entitled to any refund of dues or assessments from the Association.

**ARTICLE XIII  
AMENDMENTS**

Amendments may be made to these by-laws by the affirmative vote of two-thirds (2/3rds) of the active members present at any meeting of the Association, but no amendment shall be considered at such meeting unless the text of the amendment (a) has been submitted in writing to the active members at the previous regular meeting of the Association for review and comment, and to the Board of Directors, and (b) has been included by the Secretary in the notice of the meeting.

**ARTICLE XIV  
DISSOLUTION**

In the event of the dissolution of the Association, any assets remaining, after all debts and expenses of dissolution have been paid, shall be distributed to the Washington County Bar Foundation, or, if the Washington County Bar Foundation is no longer a viable entity, to an organization similar to the Association or the Foundation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Washington County exclusively for similar purposes as undertaken by the Association or Foundation or to such organization or organizations as said court shall determine which are organized and operated for such purposes.