



FAYETTE COUNTY BAR ASSOCIATION BY-LAWS

ARTICLE I – MEMBERSHIP

1. Any attorney formally admitted and in good standing to practice before the Supreme Court of Pennsylvania, who maintains his or her principal office in Fayette County, and who applies in writing for membership in this Association, shall be considered an Active Member of this Association upon payment of the annual dues. Active Members, which includes Senior Active Members, shall be entitled full voting privileges, the right to serve as an Officer or Director, attend social functions, receive a subscription to the Fayette Legal Journal, and such right and privileges as the Board of Directors shall, from time to time, determine.

2. The disbarment or suspension of any member by the Supreme Court of the Commonwealth of Pennsylvania shall automatically work his or her expulsion as a member of the Association until such time as the Supreme Court reinstates the member. The failure of a member to pay his or her Association dues and assessments by March 31st of the year for which such dues and assessments are imposed will automatically work his or her suspension as a member of the Association for the remainder of the year or until such time as the member pays the current year's dues and assessments.

3. In all other cases, any member of the Association may be expelled by a vote of two-thirds of the members of the Association present at a special membership meeting called to consider the charges against such member; provided, however, that the member charged shall receive due notice of the charges, the date of the meeting, and shall be entitled to address the membership in person and by counsel. An expelled member may apply to the Board of Directors for reinstatement. The Board by majority vote may recommend reinstatement. Once the Board approves, reinstatement will then require approval of the Board's recommendation by two-thirds of the membership present at the next Annual Meeting.

4. Every State and Federal Judge, Magisterial District Judge, and Administrative Law Judge, who was formerly a member of the Association shall at his or her election be considered an Ex Officio Member of the Association so long as he or she is actively engaged in such judiciary capacity and ineligible to practice law as a consequence thereof, or so long as he or she is in retirement. A full-time law clerk of the Fayette County Court of Common Pleas who maintains no private office, but who is otherwise eligible for membership, shall, at his or her election, be an Ex Officio Member of the Association through the end of the calendar year in which the clerkship ends.

5. Any person learned in the law may be elected to the Association as an Honorary Member thereof upon motion approved by a two-thirds vote of all the members present at the Annual or a Special Meeting of the membership or at a banquet of the Association.

6. Ex-Officio Members shall enjoy all the rights and privileges of Active Members except that they shall have no voting privileges and shall not serve as an Officer or Director. Honorary Members shall have no rights or privileges but may be invited to social functions at the direction of the President of the Association, with or without assessment. Ex-Officio Members and Honorary Members shall be exempt from all mandatory dues and assessments.

7. An Active Member who has been a member for at least 35 years, has reached the age of at least 75 years, and who desires to continue membership in the Association shall be considered a Senior Active Member. Senior Active Members shall be entitled to all the rights and privileges of Active Members. Senior Active Members shall not be assessed Association membership dues.

8. Any attorney formally admitted and in good standing to practice before the Supreme Court of Pennsylvania, who is ineligible for Active membership, shall be considered an Associate Member upon written application and payment of the dues set for such members. An Associate Member shall be entitled to attend social functions, shall receive a subscription to the Fayette Legal Journal, and shall be entitled to such other rights and privileges as the Board of Directors shall, from time to time, determine. An Associate Member need not be a member of the Pennsylvania Bar Association. Associate Members shall have no voting privileges and shall not hold any office.

ARTICLE II – DUES

The Annual dues and assessments of each member, if any, shall be determined and fixed by the Board of Directors and may be adjusted from time to time in order to meet the needs and purposes of the Association. The Board of Directors, for cause shown, may excuse any member from the payment of dues.

ARTICLE III – MEMBERSHIP MEETINGS

1. The Annual Meeting of the full membership of the Association shall be held once during each calendar year at a time and place and in such manner as determined by the Board of Directors. Election of Officers and Directors shall be held at the Annual Meeting. The date on which the Annual Meeting shall convene shall be set at least thirty (30) days prior to the Annual Meeting's date.

2. A Special Meeting may also be called by:

(a) The President or Board of Directors.

(b) A member of the Association who delivers to the President and the Secretary a written request for such meeting signed by at least fifteen (15) Active Members. Such request shall state the purpose for the meeting. The President and

Secretary will then arrange a time and place for the Special Meeting to occur on a date within forty-five (45) days of receiving the request.

3. The Secretary will give at least twenty (20) days notice of any membership meeting by publication in the Fayette Legal Journal and electronic transmission.

4. A quorum for the transaction of business at any membership meeting shall consist of fifteen (15) Active Members. Once the Secretary declares the presence of a quorum, unless otherwise specified in these by-laws, the approval of any motion will require a majority vote in favor of the motion by the members then present.

5. The order of business shall be as follows, but may be suspended or changed by a vote of the members present:

- (a) Declaration of a quorum and adoption of the agenda;
- (b) Reading of the minutes of the previous meeting;
- (c) Report of the Treasurer, and action thereupon;
- (d) Reports of Standing Committees, and action thereupon;
- (e) Reports of Special Committees, and action thereupon;
- (f) Communications from Officers and others;
- (g) Unfinished business;
- (h) New business;
- (i) Report of the Nominating Committee;
- (j) Election of Officers and Directors;
- (k) At Special Meetings, the business for which the meetings have been called shall be taken up immediately.

6. If a dispute arises regarding the conduct of business the latest edition of Roberts Rules of Order shall govern. The most immediate Past President in attendance will serve as Parliamentarian.

ARTICLE IV – GOVERNMENT

1. The government and management of the association shall be vested in not less than twelve (12) Officers and Directors, who collectively shall serve as the Board of Directors. All

Officers and Directors serve as voting members of the Board. Each Officer and Director will have one (1) vote on matters brought to the Board. Once the President declares the presence of a quorum, unless otherwise specified in these by-laws, the approval of any motion will require a majority vote in favor of the motion by the Board members then present. Any member who is expelled or suspended from the Association will immediately forfeit his or her position as an Officer or Director.

2. The Board of Directors shall consist of not more than nine (9) Directors nor less than six (6) Directors and all Officers. Five (5) Board Members of whom shall constitute a quorum for the transaction of business.

3. Officers shall include in this order of seniority: a President, a President-Elect, a Vice President, the immediate Past President, a Secretary, and a Treasurer.

4. The membership shall elect Directors at the Annual Meeting of the Association to serve a term of three (3) years, or until his or her successors are duly elected and qualified. No Director shall succeed himself or herself in office for more than two full three (3) year terms.

5. At the Annual Meeting, the membership shall elect as Officers a Vice President, a Secretary, and a Treasurer, to serve a one (1) year term.

6. As of January 1 of each year, all newly elected Directors and Officers shall assume their duties. The Vice President from the previous year shall automatically become President-Elect, and the President-Elect from the previous year shall automatically become President. Should one of these offices become vacant during the year, this same order of succession will apply. The promoted officer will complete the vacant term and then serve his or her full elected term.

7. Vacancies occurring in the Board of Directors may be filled by action of the Board, which may select a successor to serve the remainder of the calendar year. In the event of a vacancy in the office of Treasurer, the Board may appoint an Active Member to fill the vacancy for the remainder of the calendar year or may appoint a non-member who need not be an attorney to fill that office for the remainder of the calendar year. Such a non-member will not have voting privileges. At the next Annual Meeting, the membership will elect Officers to fill any vacancies that arose in Officer positions and will elect Directors to fill the balance of the unexpired term that arose in Director positions since the last Annual Meeting.

8. The Board of Directors shall hold a regular meeting once a month, unless cancelled by the President upon due notice to the Board of Directors, at such time and place and in such manner as they may decide upon. Special Meetings may be called by the President at any time or upon the written request of three (3) Board members.

9. The President shall lead and represent the Association. The President shall preside at all meetings of the Association and Board of Directors. In the case of the President's temporary absence, the next available Officer by seniority will preside at any scheduled meetings of the Association and Board of Directors.

10. The Treasurer shall receive all monies of the Association, pay out of the same, keep full and correct accounts of receipts and disbursements, and account to the Association at meetings.

11. The Secretary shall give due notice of the meetings of the Association, attend the same, keep the minutes thereof, and perform all the ordinary duties of the office. Should the elected Secretary be unable to perform his or her duties, the President may delegate those duties to the Executive Director until such time as the elected Secretary can resume those duties.

10. The Past President shall chair the Nominating Committee.

12. The Board of Directors shall have the power to establish, appoint, continue, and terminate the position of Executive Director of the Association, and define the duties, responsibilities, and compensation for the Executive Director.

13. An Officer, Director, or Executive Director may be removed from office by an affirmative vote of two-thirds of the Board of Directors present. No such removal vote shall be held, however, unless the affected Officer, Director, or Executive Director shall receive written notice of the proposed action at least fifteen (15) days in advance of the meeting and be given an opportunity to address the Board prior to the vote. In the event the officer in question is the President, then the President-Elect will chair such meeting.

14. Each person who is or was a Director, Officer, or Executive Director 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 or her service to the Association or to another organization at the Association's request. Other persons 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 proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE V – COMMITTEES

1. There shall be six (6) standing Committees appointed annually by the President with the approval of the Board of Directors:

(a) A Committee on Rules of Court to recommend to the Court changes in the Rules of Court and to assist in putting them into effect. As the President may determine, separate Committees may be constituted to consider Civil Court Rules, Criminal Court Rules, Orphans' Court Rules and Domestic Relations Rules.

(b) A Committee on Courthouse and Courthouse Records to secure and maintain convenient and proper accommodations for the Bar in the Courthouse and proper and efficient methods in keeping and maintaining the records in the various County Offices.

(c) A Law Library Committee to manage the Law Library in accordance with the provisions of law as from time to time shall be enacted concerning the operations of county law libraries, including, but not limited to, 42 Pa. C.S.A. Section 3724, as amended.

(d) A Legal Journal Committee to operate the Fayette Legal Journal as the official legal publication designated by order of the Court of Common Pleas of Fayette County, as implemented by Fayette County Rule of Civil Procedure 430(b); the chair of this Committee shall perform the functions of the editor of the Journal as directed by the Board, and pursuant to these by-laws.

(e) A Nominating Committee which at the Annual Meeting will submit to the membership nominees to fill seats on the Board of Directors and nominees to serve as Officers for the upcoming year.

(f) A Resolution of Fee Disputes Committee to assist the President in resolving disputes involving members of the Association and past or present clients.

2. There shall also be such other Committees, appointed by the President, without the consent of the Board of Directors, as the President deems necessary in order to carry out the purposes and objectives of the Association. The President may remove any member of any Committee by an affirmative vote of two-thirds of the members present of the Board of Directors.

ARTICLE VI – AMENDMENTS

These By-Laws may be amended upon recommendation of the Board, or without recommendation of the Board upon endorsement of the proposal by fifteen (15) members of the Association, at any Annual Meeting of the Association or any Special Meeting called for that purpose.

Approved by the General Membership: December _____, 2021