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AMENDED AND RE-STATED CORPORATE BYLAWS
of
THE BARRISTERS' ASSOCIATION OF PHILADELPHIA, INC.
(a Pennsylvania nonprofit corporation)

ARTICLE I

NAME AND PURPOSE

Section 1-01. Name. The name of the corporation is The Barristers' Association of Philadelphia, Inc. (the "Association").

Section 1-02. Purposes. The purposes of the Association, as stated in its Amended and Restated Articles of Incorporation, are as follows: (i) to engage in and to do any lawful act concerning any or all purposes for which corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, and any subsequent amendments thereto, including, without limiting the generality of the foregoing, serving the African-American legal profession and the African-American community by promoting and fostering (i) professional and practice development and excellence; (ii) economic and political empowerment; (iii) charitable and community service; and (iv) justice and equal opportunity.

ARTICLE II

OFFICES

Section 2-01. Registered Office. The registered-office of the Association in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

Section 2-02. Other Offices. The Association may also have offices at such other places as the Executive Committee may from time to time appoint or the business of the Association may require.

ARTICLE III

SEAL

Section 3-01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and the words "Corporate Seal - Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV

MEMBERSHIP

Section 4-01. Classes of Membership. There shall be the following classes of membership:

(a) Regular Member. A Regular Member shall be a person who has obtain an L.L.B. or J.D. degree or is a member in good standing of the bar of any jurisdiction. Upon payment of the stated dues for the current calendar year applicable to Regular Members, a Regular Member shall be entitled to all the rights and privileges of membership for the current calendar year, including the rights to vote and to hold office. As used herein, the term “off ice” shall mean any position in the Association filled by election or appointment. There shall be the following classes of Regular Membership:

(1) Private Sector Member. A Regular Member who engages in the practice of law in the private sector, including a solo practice, a law office, a law firm or a corporation.

(2) Public Sector Member. A Regular Member who engages in the practice of law in the public sector, including a governmental entity, agency or authority, a law school, or a public interest organization.

(b) Sustaining Member. A sustaining Member shall be a person qualified to be a Regular Member who elects to pay the amount of annual dues applicable to this class of membership. Upon payment of the stated dues for the current calendar year applicable to Sustaining Members, a Sustaining Member shall be entitled to all the rights and privileges of a Regular Member for the current calendar year.

(c) Life Member. A Life Member shall be a person qualified to be a Regular Member who elects to pay, in lieu of annual dues, a single Jump-sum payment applicable to this class of membership. Upon payment of the stated dues applicable to

Life Members, a Life Member shall be entitled to all the rights and privileges of a Regular Member for his or her life.

(d) Associate Member. An Associate Member shall be, upon payment of the stated dues for the current calendar year applicable to Associate Members, entitled to all rights and privileges of a Regular Member except the rights to vote and hold office. There shall be the following classes of Associate Membership:

(1) Legal Assistant Member. An Associate Member who, although not a member of the bar, is a member of the legal profession as a legal assistant, paralegal or law clerk through education, training, or work experience, and who is employed or retained by a lawyer, law office, law firm, corporation, governmental agency, or other entity in a capacity or function which involves the performance, under the direction or supervision of an attorney, of specifically-delegated substantive legal work, which work, for-the most part, requires a sufficient knowledge of legal concepts such that, absent that legal assistant, the lawyer-would perform the task.

(2) Law-Student Member. An Associate Member who is enrolled in any accredited law school situated in Bucks, Chester, Delaware, Montgomery or Philadelphia counties, Pennsylvania; New castle County, Delaware; or Camden County, New Jersey.

(3) Affiliate-Member: An Associate Member who is not a member of the legal profession but who has been approved for Associate Membership in the Association by the Executive Committee on the recommendation of any two (2) Regular Members, Sustaining Members or Life Members.

Section 4-02. Disqualification. Any Member who fails to pay the stated dues for the applicable class of membership shall be deprived of the rights to vote and to hold office until such time as the dues for the calendar year are paid in full. Any Member who fails to pay the stated dues may also be deprived of such other rights and privileges of membership as the Executive Committee may determine.

(b) The disbarment of any Member shall automatically deprive such Member of all the rights and privileges of membership.

(c) The suspension of any Member from the practice of law by order or decree of any court shall operate to deprive such Member of all the rights and privileges of membership during the period of such suspension and thereafter until the Executive committee restores to such Member said rights and privileges.

ARTICLE V

MEETINGS OF MEMBERS

Section 5-01. Place of Meetings. All meetings of Members shall be held at the registered office or such other places, either within or without the Commonwealth of Pennsylvania, as the President may from time to time determine.

Section 5-02. Regular Meetings. A regular meeting of the Members shall be held on the first Wednesday of each calendar month, except that the designated date, time and place of any regular meeting may be changed by the President, at his or her discretion, provided, however, that at least six (6) regular meetings of Members shall be held during each calendar year, in addition to the annual meetings of Members for the nomination, election and installation of officers and members of the Executive Committee as provided-in Section 5-03 hereof.

Section 5-03. Annual Meetings. An annual meeting of Members for the nomination of officers and at-large members of the Executive committee shall be held on the first Wednesday of May each calendar year (“Annual Nomination Meeting”). An annual meeting of Members for the election of officers and at-large members of the Executive Committee shall be held on the first Wednesday of June each calendar year (“Annual Election”). An annual meeting of Members for the installation of officers and members of the Executive Committee shall be held on the first Wednesday of September each calendar year (“Installation”). The designated date, time and place of any annual meeting may be changed by the Executive Committee, provided however,, that if the Annual Nomination Meeting, the Annual Election or the Installation shall

not be called and held within 15 calendar days after the designated time, any Member may call such meeting at any time thereafter.

Section 5-04. Special Meetings. Special meetings of Members, for any purposes, other than those regulated by applicable law or by the Articles of Incorporation, may be called at any time by the President, the Executive Committee, or by twenty (20%) percent of the Members entitled to vote, upon written request delivered to the Corresponding Secretary of the Association. Upon receipt of any such request the Special Meeting shall be held not less than ten (10) nor more than twenty (20) days thereafter, as the Corresponding Secretary may fix. If the Corresponding Secretary shall neglect or refuse to fix the date of the Special Meeting, the Member or Members calling the Special Meeting may do so.

Section 5-05. Notice of Meetings.

(a) Written notice of every meeting of the Members, stating the place, the date and hour thereof, shall be sent to each Member at such address as appears on the membership records of the Association by the Corresponding Secretary or persons authorized to call the meeting, at least five (5) days prior to such meeting, unless a greater period of notice is required by applicable law in a particular case.

(b) Notice shall be deemed to have been properly given to a Member of the Association when delivered to him or her personally, or when sent by mail, postage prepaid, or by telegram, telex or TWX or courier service, charges prepaid, or by telecopier to his or her address appearing on the membership records of the Association or supplied by him or her to the Association for the purpose of the notice. If the notice is sent by mail, telegram or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission or with a courier service for delivery to such person or, in the case of a telex or TWX, when dispatched such notice shall specify the place, date and hour of the meeting.

Section 5-06. Waiver of Notice. Whenever any written notice is required to be given by applicable law or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of giving of due notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of any meeting. Attendance by any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5-07. Quorum. Ten percent (10%) of the Members entitled to vote or ten (10) Members entitled to vote, whichever is less, excluding the members of the Executive Committee, present in person or represented by proxy, shall be necessary to constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by applicable law or by the Articles of Incorporation or by these Bylaws. When a quorum, as defined herein, is present at any meeting, the vote of a majority of the Members having voting powers, present in person or represented by proxy, shall decide any question brought before such

meeting, unless the question is one which, by express provision of applicable law or of the Articles of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 5-08. Adjournment. If, however, any meeting of Members cannot be organized because a quorum is not present, the Members entitled to vote at the meeting, present in person or by proxy, shall have power, except as otherwise provided by applicable law, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of officers, such meeting may be adjourned only for such longer periods, not exceeding fifteen (15) calendar days each, as a majority of the Members present in person or by proxy shall direct, until such officers shall have been elected. At any adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5-09. Voting Rights of Members. Except as otherwise provided by applicable law or the Articles of Incorporation or these Bylaws, at every meeting of Members each Member entitled to vote shall have one vote.

Section 5-10. Proxy. Every Member entitled to vote at a meeting of Members may authorize another Member or Members to act for him or her by proxy, either to vote at a meeting or to sign a written consent. Every proxy shall be executed in writing by the Member, or by his or her duly authorized attorney in fact, and filed with the Corresponding Secretary of the Association. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Corresponding Secretary of the Association. No unrevoked proxy's shall be valid after eleven (11) months from the date of its execution. A proxy shall not be revoked by death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Corresponding Secretary of the Association.

Section 5-11. Membership List. The Corresponding Secretary of the Association shall make, at least five (5) days before each meeting of Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, which list shall be kept on file at the registered office of the Association or at such other offices as the Executive Committee may from time to time appoint or the business of the Association may require. The Membership List shall be subject to inspection by any Member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting.

Section 5-12. Nominations. The Bylaws Committee shall provide a fair and reasonable procedure for the nomination of candidates for office in such event only candidates nominated in accordance therewith shall be eligible for election to office.

Section 5-13. Elections.

(a) Elections for officers and at-large members of the Executive committee shall be by secret ballot, proxy or voice vote, or by such other method as may be designated by

the Executive committee members shall not be entitled to cumulative voting an the election of officers and at-large members of the Executive Committee. The candidate receiving the highest total number of votes for the contended office shall be elected.

(b) The Bylaws Committee shall conduct the annual elections of officers and at-large members of the Executive Committee. No person who is a candidate for office shall serve on the Bylaws committee at the Annual Election. The Bylaws Committee shall do all acts required by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and such acts may be as proper to conduct the election or vote with fairness to all Members, and shall make a written report of any challenge or question or matter determined by the Bylaws Committee and execute a certificate of any fact found by the Bylaws Committee. Any report or certificate made by the Bylaws Committee shall be prima facie evidence of the facts stated therein.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 6-01. Number, Qualifications, Term of Office.

(a) The business and affairs of the Association -shall be managed by an Executive Committee which shall have as its Chairman the President of the Association. All members of the Executive committee shall be natural persons of full age and have the ability to participate effectively in fulfilling the responsibilities of the Executive Committee. Members of the Executive Committee need not be residents of Pennsylvania.

(b) The number of members of the Executive Committee shall be thirteen (13) or such greater or lesser number as determined by the Members from time to time.

(c) Each of the seven (7) duly elected officers of the Association shall be an ex officio voting member of the Executive committee during his or her term of office. The remaining members of the Executive committee shall include (i) the immediate past President of the Association; (ii) two (2) at large members of the Executive Committee, elected by the Members at the Annual Election in June; and (iii) three (3) members of the Executive Committee appointed by the incoming President after the Annual Election and prior to the Installation. The incoming President, in appointing members to the Executive Committee, shall ensure that the composition of the Executive committee reflects the diversity of the membership of the Association, taking into account, among other things, gender, practice area, age, experience and segment or sector of the profession.

(d) The term of office for each member of the Executive Committee shall end on the date specified when he or she was appointed or when his or her successor is elected and qualified, or upon his or her earlier death, resignation or removal. No member of the Executive Committee shall serve for more than three (3) consecutive terms.

Section 6-02. Vacancies. Any vacancy in any elected office shall be filled in accordance with the provisions of these Bylaws relating to the election of officers. Any vacancy in any appointed position on the Executive Committee shall be filled by appointment of the President.

Any Executive Committee member so appointed shall serve for the balance of the unexpired term to which he or she is appointed.

Section 6-03. Place of Meetings. The meetings of the Executive Committee may be held at such place within or without the Commonwealth of Pennsylvania as the President may from time to time designate in notices of such meetings.

Section 6-04. Annual Organizational Meeting. An Annual organizational meeting of the incoming Executive Committee shall be held each calendar year after the Annual Election in June and prior to the Installation in September, to review operations of the immediately preceding year and to transact such other business relating to the upcoming year of operations as may properly be brought before the meeting.

Section 6-05. Regular Meetings. Regular meetings of the Executive Committee may be held at such times as the President may determine but not less often than once each calendar quarter.

Section 6-06. Special Meetings. Special meetings of the Executive Committee may be called at any time by the President, and shall be called upon the written request of a majority of the members of the Executive Committee delivered to the Corresponding Secretary. Any such request by members of the Executive Committee shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Corresponding Secretary shall neglect to issue such call, the Executive Committee members making the request may issue the call.

Section 6-07. Notice of Meetings and Waiver of Notice.

(a) Notice of every meeting shall be given to each member of the Executive Committee at least twenty-four (24) hours prior to the day named for the meeting. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose without further notice to persons not present in person.

(b) Notice shall be deemed to have been properly given to a member of the Executive Committee when delivered to him or her personally, or when given by telephone or when sent by mail, postage prepaid, or by a telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by telecopier, to his or her address (or to his or her telex, TWX, telecopier or telephone number) appearing on the membership records of the Association or supplied by him or her to the Association for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched. Such notice shall specify the, place, day and hour of the meeting,, and in the case of a special meeting, the general nature of the business to be trans acted.

(c) Whenever any written notice is required to be given to a member of the Executive Committee under the provisions of applicable law or by these Bylaws, a waiver

thereof in writing, signed by him or her either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened.

Section 6-08. Quorum. At all meetings of the Executive committee a majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the members of the Executive Committee present (including participants by telephone or similar communication as provided in Section 6-11) at a meeting at which a quorum is present shall be the acts of the Executive Committee, except as may otherwise be specifically provided by applicable law, or by the Articles of Incorporation, or by these Bylaws.

Section 6-09. Adjournment. Adjournment or adjournments of any regular or special meeting may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Section 6-10. General Powers. The Executive Committee may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws, with due regard to the Canons of Professional Ethics or Code of Professional Responsibility, and shall have full power to act for the Association in the exercise of all of its rights, privileges and powers and in the general management of its business.

Section 6-11. Telecommunications. One or more members of the Executive committee may participate in a meeting of the Executive committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and all members who are participating by such means shall be deemed present at such meeting.

Section 6-12. Informal Action. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Executive Committee or by the members of the Executive committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Executive Committee and shall be filed with the Corresponding Secretary of the Association.

Section 6-13. Removal of Executive Committee. The entire Executive committee or any individual member of the Executive Committee may be removed from office at any time, without assigning any cause, by the vote of two-thirds (2/3) of the Members entitled to vote, excluding the members of the Executive Committee, present in person or represented by proxy, at the Regular or Special Meeting of the Members at which such question is brought before the Members.

Section 6-14. Liability of Executive Committee Members. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a member of the Executive Committee of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action.

ARTICLE VII

OFFICERS

Section 7-01. Officers. The officers of the Association shall be natural persons of full age, and shall be a President, a President - Elect, a Vice President - Administration, a Vice President - Finance, a Recording Secretary, a Corresponding Secretary and a Treasurer. The officers of the Association shall be elected each calendar year in the manner provided in these Bylaws for a term of one (1) year commencing on the first day of September. The officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Executive Committee and the membership. The officers of the Association shall hold office until their successors are chosen and have qualified.

Section 7-02. Agents or Employees. The Executive Committee may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Association may require.

Section 7-03. Vacancies. If any office becomes vacant for any reason, the Executive Committee by a majority vote may choose a replacement to serve until the next regular meeting of Members at which time the Members shall elect a replacement in accordance with the procedure provided in these Bylaws for election of officers. The Member elected to fill the vacant office shall serve the remainder of the term of the officer replaced and may stand for election at the next Annual Election.

Section 7-04. President: Powers and Duties. President shall be the chief executive officer of the Association and shall preside at all meetings of the Executive Committee and all meetings of the Members of the Association. The President shall have general and active management of the business of the Association and shall exercise or perform all the powers and duties usually incident to the office of the chief executive officer. The President shall from time to time make or cause to be made reports of the affairs of the Association to the Executive Committee and to the Members. The President shall be responsible for the application and implementation of policies adopted by the Executive committee and shall see that all orders and resolutions of the Members are carried into effect. The President shall be an ex officio voting member of the Board of Directors of the Barristers' Association Scholarship Foundation during his or her term of office. Except as otherwise provided, the President shall appoint the Chairs of all Sections and Committees. The President shall have the power and duty to act or speak on behalf of the Association on any issue where it is impractical to bring the issue before the Executive Committee and/or the Members for proper consideration. Except for the officers of the Association carrying out their duly authorized functions as provided under these Bylaws, no person shall represent the Association in any manner whatsoever without the specific authorization of the President.

Section 7-05. President - Elect: Powers and Duties. The President - Elect, in the event of the absence or unavailability of the President, shall perform the duties and exercise the powers of the President. The President - Elect, at the discretion of the Executive committee, may be an ex officio voting member of the Board of Directors of the Barristers' Association Scholarship Foundation during his or her term of office.

Section 7-06. Vice Presidents: Powers and Duties. The Vice President - Administration and Vice President - Finance shall have such powers and perform such duties as may be assigned to him or her by the president or the Executive Committee. The Vice President - Finance shall be the Chair of the Finance Committee during his or her term of office.

Section 7-07. Recording Secretary: Powers and Duties. The Recording Secretary shall attend all meetings of the Members and the Executive committee and record all the votes of the Association and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the committees of the Executive committee when required. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Executive committee and shall perform such other duties as maybe prescribed by the President or the Executive Committee. He or she shall keep in safe custody the corporate seal of the corporation, and, when authorized by the Executive Committee, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his or her signature or by the signature of-the Treasurer. The Recording Secretary shall be an ex officio voting member of the Board of Directors of the Barristers' Association Scholarship Foundation during his or her term of office.

Section 7-08. Recording Secretary: Powers and Duties. The Corresponding Secretary shall maintain and record all business correspondence between the Association and other organizations or persons. The Corresponding Secretary shall maintain a current list of the Members of the Association and shall give due notice of meetings of the Members.

Section 7-09. Treasurer: Powers and Duties. The Treasurer shall have the custody of the corporate funds and securities. The Treasurer shall keep a full and accurate accounting of receipts and disbursements and other business and financial transactions of the Association in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Executive Committee. The Treasurer shall disburse the funds of the Association as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Executive Committee, whenever they may require it, an account of all financial trans-actions and of the financial condition of the Association. The endorsement by the President and Treasurer, or a Vice-President and Treasurer shall be required on all drafts, notes, or checks, unless otherwise determined by the Executive Committee. The Treasurer shall maintain full and accurate records of all financial transactions and give a full report thereof from time-to-time. The Treasurer shall make an annual written report f or the entire fiscal year to be given at the last meeting of the fiscal year. The Treasurer shall be an ex officio member of the Board of Directors of the Barristers' Association Scholarship Foundation during his or her term of office. The Treasurer shall be the Vice Chair of the Finance Committee during his or her term of office.

Section 7-10. Delegation of Officers' Duties. Any officer may delegate duties to an assistant appointed by the Executive Committee and in the case of the absence of any officer or assistant officer of the Association, or for any other reason that the Executive Committee may deem sufficient, the Executive Committee may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

ARTICLE VIII

ADVISORY BOARD

Section 8-01. Number, Qualifications. There shall be an Advisory Board which shall be composed of not less than nine (9) nor more than twenty-five (25) members. The members of the Advisory Board may include the Director of Region III of the National Bar Association; and shall include not less than three (3) nor more than nine (9) non-lawyers; and shall include Members of the Association admitted to the bar for ten (10) years or more. No more than one-third of the members of the Advisory Board may be members who are non-lawyers.

Section 8-02. Appointment. The members of the Advisory Board shall be appointed by the President with the approval of the Executive Committee. At the Annual organizational Meeting of the Executive Committee, the incoming Executive Committee shall by majority vote approve appointed members to serve on the Advisory Board. The composition of the Advisory Board shall reflect the diversity of the membership of the Association and the community. Each person so elected shall serve for a term of one (1) calendar year, commencing on September 1. It shall be the duty of the Recording Secretary each year to compile a list of all Members who have been admitted to the bar for ten (10) years or more and to submit same to the Executive Committee members prior to the meeting.

Section 8-03. Meetings. The Advisory Board shall meet at least twice each calendar year, at the direction of the President or the Chair or Co-Chairs of the Advisory Board, to receive a report from the Executive Committee on the operations of the Association.

Section 8-04. General Powers and Duties. The Advisory Board shall serve in an advisory capacity to the Executive Committee and the Association. The Chair or Co-Chairs of the Advisory Board shall be appointed by the President.

ARTICLE IX

PROCEDURAL RULES AND CONDUCT OF BUSINESS

Section 9-01. Procedural Rules. On parliamentary matters of the Association not covered by these Bylaws, Robert's Rules of order, as the same may be revised from time-to-time, shall be the authority as far as applicable; but any Committee or Section may provide other rules of order not inconsistent with any parliamentary rule -specifically made applicable to committees or Sections by these Bylaws.

Section 9-02. Order of Business. The Order of Business at meetings of the Association or of the Executive Committee shall be as determined by the President or the presiding officer in the absence of the President.

Section 9-03. Conflicts of Interest. It is the policy of the Association and the Executive Committee that no contract or transaction between the Association and one or more of its Executive Committee members or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of the Association's Executive Committee members are directors or officers, or have a financial interest, or in which any member of the Executive Committee or officer has any other conflict of interest, shall be authorized or entered into unless (i) the material facts as to his or her interest and as to the contract or transaction are disclosed or are known to the Executive Committee and the Executive Committee in good faith authorizes the contract or transaction by an affirmative vote of a majority of the members of the Executive committee other than the interested member or members of the Executive Committee; or (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members and the contract or transaction is specifically approved in good faith by the Members; or (iii) the contract or transaction is fair to the Association as of the time it is authorized, approved or ratified by the Executive Committee or the Members. Interested members of the Executive committee may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes the contract or transaction.

Section 9-04. Representation of the Association. No Member of the Association, no Committee and no Section of the Association shall speak or purport to speak for the Association except as otherwise specifically provided in these Bylaws. The President shall be the principal spokesperson of the Association. The President shall have the authority to speak for the Association (i) in furtherance of any action or position taken by the Executive Committee or by the Members, and (ii) on other matters, when not in conflict with a previously adopted policy of Association, whether expressed by the Executive Committee or by the Members. The President may delegate such authority to another officer or Member of the Association when the President may be unavailable or when the President concludes that having such person speak for the Association will best serve the goal, position or result desired.

ARTICLE X

STANDING COMMITTEES

Section 10-01. Standing Committees. The Standing Committees of the Association shall be as follows:

- (1) Archives
- (2) Affiliate Relations
- (3) Bylaws
- (4) Community Relations
- (5) Finance
- (6) Judicial selection
- (7) Long Range Planning
- (8) Membership and Recruitment

- (9) Professional Guidance
- (10) Public Relations

Section 10-02. Composition and Appointments, Meetings, Procedures.

(a) All members of Standing Committees shall be Members of the Association. Such committees shall consist of not less than three (3) Members each. The Chairs of such Committees shall be appointed by the incoming President on or after September 1 of each year. The Chairs and the members of such Committees shall serve for a term concurrent with the term of the President and until successors are appointed. Where the President deems it to be in the best interest of the Association, the President may appoint one or more non-lawyers to serve as members of any Standing committee except that no non-lawyer may be Chair of any Standing committee and no Standing Committee may have more than one-third of its members who are non-lawyers unless other-wise approved by the Executive committee.

(b) Each Standing Committee shall meet from time to time at the call of the Chair thereof.

(c) Each Standing Committee shall determine its regular time and place of meeting. No Standing Committee shall undertake any activity involving the expenditure of funds unless first authorized by the President or the Executive Committee.

(d) The Chairs of each Standing Committee shall report to the President and the Executive Committee or the Association as the President may direct.

Section 10-03. Archives Committee. The Archives Committee shall collect all data obtainable conveying the history of the Association and of the Members thereof. It shall arrange the same in order for publication whenever the Association shall request it; and shall submit the papers thus prepared to the Association with such recommendations as the Committee shall deem proper. The committee may also from time to time suggest to the Executive Committee the propriety of commemorating noteworthy events in the history of the Association or of the City of Philadelphia.

Section 10-04. Affiliate Relations Committee. The Affiliate Relations Committee shall develop, foster and promote relationships between the Association and other legal organizations, including the National Bar Association, the Philadelphia Bar Association, the Hispanic Bar Association and the Asian-American Bar Association and shall have such other functions and responsibilities as determined from time to time by the Executive Committee.

Section 10-05. Bylaws-Committee. The Bylaws Committee shall from time to time review the Bylaws to recommend to the Executive Committee and the Association any amendments or revisions to the Bylaws that it deems desirable. The Committee shall consider all such amendments or revisions proposed by others and shall at an appropriate time present its views thereon to the Executive Committee and the Association. The Committee shall conduct the annual nominations and annual elections pursuant to Sections 5-12 and 5-13 herein.

Section 10-06. Community Relations Committee. The Community Relations committee shall develop, foster and promote relationships between the Association and community-oriented organizations and the community-at-large. The Committee shall develop programs and strategies to enhance the Association's presence in the community.

Section 10-07. Finance Committee. The Finance committee shall prepare a budget for the calendar year to insure the financial viability of the Association. It shall review funding from all sources, make recommendations for investment of the Association's funds, work closely with the Long Range Planning Committee and the Advisory Board to determine the long-range needs of the Association and make such -recommendations to the President, Executive committee, or the Association as it deems appropriate to discharge its responsibility. It shall also pursue alternative funding sources including, but not limited to, foundations, corporations, associations, and individuals. The Committee shall make recommendations to the Association for fund raising activities. The Vice President - Finance shall be the Chair of the Finance committee and the Treasurer shall be the Vice Chair.

Section 10-08. Judicial Selection Committee. The Judicial Selection committee shall be responsible for evaluating the qualifications of candidates for the bench and making recommendations with respect to judicial selection in accordance with the procedures set forth in Article XI hereof.

Section 10-09. Long Range Planning Committee. The Long Range Planning committee shall continuously evaluate and assess the needs, goals, objectives and priorities of the Association and shall be responsible for drafting and updating a long range plan which shall reflect the administrative and operational direction of the Association.

Section 10-10. Membership and Recruitment Committee. The Membership and Recruitment Committee shall be responsible for increasing the financial membership of the Association. It shall devise innovative methods to attract new Members, retain current Members, and communicate the benefits of becoming a Member of the Association. I should prepare materials, in consultation with the President, that are appropriate for distribution to anyone desiring to know about the, Association and conduct at least two appeals for financial members during the calendar year.

Section 10-11. Professional Guidance Committee. The members of the Professional Guidance Committee shall include Members of the Association admitted to the bar for ten (10) years or more. The Professional Guidance Committee shall advise any Member, upon request, on the propriety of any action proposed to be taken by such member in a professional matter or transaction, or the course to be pursued in any controversy with another member of the bar or with a client. The Committee shall have authority to give advice concerning the interpretation, application and observance of the code of Professional Responsibility and the Canons of Ethics. Meetings of the Committee shall be conducted in confidence and in closed session. The Committee shall arrange for and conduct seminars, workshops or other programs for Members concerning the conduct of lawyers and the manner in which lawyers should discharge their responsibility to their clients, the justice system, the public and among them-selves. The Committee shall be responsible for the organization and coordination of an individualized professional guidance mentoring program for practicing Members.

Section 10-12. Public Relations Committee. The Public Relations Committee shall be responsible for communications between the Association and the news media (including print and electronic media such as newspapers, magazines, radio and television) communications shall be maintained through ongoing discussions, coordination of seminars and such other activities as the Committee may from time to time deem necessary.

ARTICLE XI

JUDICIAL SELECTION COMMITTEE

Section 11-01. Policy, Scope of Activity.

(a) The Association shall (i) recommend and actively support Members of the Association who, by their character, temperament and professional distinction, have demonstrated their qualifications for judicial office; (ii) oppose the selection for or retention in judicial office of those persons who have not demonstrated such qualifications; and (iii) recruit and induce those Members of the Association most qualified for judicial office to accept appointment or stand for election to such office.

(b) The Association shall be concerned with judges of, and candidates for, the Court of Common Pleas of Philadelphia County and the Philadelphia Municipal Court; the Supreme, Superior and Commonwealth Courts of Pennsylvania; the United States District Court for the Eastern District of Pennsylvania; and the United States Court of Appeals for the Third circuit. The Association may be concerned with any other court which the Executive Committee deems appropriate.

Section 11-02. Number, Qualifications, Quorum, Chair.

(a) The Judicial Selection committee shall consist of seventeen (17) members as follows:

(1) Ex Officio Members: The five (5) Ex Officio voting members of the Committee shall be the Chair, Co-Chairs or other designated representatives of each of the Litigation Section; the Criminal Justice Section; the Family Law Section; the Government and Public Interest Section; and the Probate and Trust Section of the Association. Each Ex Officio member shall serve for a term of one (1) year, each term to expire on August 31.

(2) Appointed Members: The President, with the approval of the Members, shall initially appoint to the Committee seven (7) Members of the Association of recognized standing, judgment and independence, four (4) of whom shall serve for terms of two (2) years and three (3) of whom shall serve for terms of three (3) years, each term to expire on August 31. Thereafter, the President, with the approval of the Members, shall appoint for a two (2) year term, on or after September 1, the successors of the Members appointed pursuant to this section whose terms expire August 31 of such year.

(3) Non-Members of the Bar: The President, with the approval of the Members, shall initially appoint three (3) persons who are not members of the bar to the

Committee, who shall serve for staggered terms of one (1), two (2) and three (3) years, each term to expire on August 31. Thereafter, the President with the approval of the Members, shall appoint for a one (1) year term, on or after September 1, the successors of the members appointed pursuant to this Section whose terms expire August 31 of such year. Such persons shall be selected from the community at large and be persons of recognized standing, judgment and independence, who have demonstrated their interest in the administration of justice.

(b) A majority of the members of the Committee shall be a quorum for the transaction of business; provided, however, that the quorum requirement may be increased by the Committee for the purpose of voting on candidates.

(c) The two (2) Co-Chairs of the Committee shall initially be named by the President for a three (3) year term; thereafter, the Co-Chairs of the Committee shall be named by the incoming President on or after September 1 of each year to serve for a term coincident with his or her term as President, but no person shall serve as i2ha.ir for more than three (3) years in succession.

(d) Vacancies in the Committee shall be filled by appointment of the President, with the approval of the Members.

Section 11-03. Powers and Duties of the Committee. The Committee shall exercise its responsibilities in the following manner:

(a) Judicial Appointment and Election.

(1) Whenever a Member of the Association (including an incumbent judge) is under consideration for appointment or election to a vacancy in judicial office in a court with which the Association is concerned, the Committee shall investigate the qualifications of such person to hold such office and make such recommendations with regard thereto as may be appropriate, including recommendations to the public when an election is involved-and-to the legislature if confirmation of an appointment is required.

(2) Whenever a member of a bar (other than a Member of the Association) is under consideration for a vacancy in judicial office in a court with which the Association is concerned, the Committee may investigate the qualifications of such person for such office and make such recommendations with regard thereto as may be appropriate, including recommendations to the public when an election is involved and to the legislature if confirmation of an appointment is required.

(3) Whenever an incumbent judge (other than a Member of the Association) is under consideration for appointment to a vacancy in judicial office in a court with which the Association is concerned, the Committee may investigate the qualifications of such judge, including the taking of a poll if considered desirable by the Executive Committee, and make recommendations with regard thereto as may be appropriate.

(4) The Committee shall not make a favorable recommendation with respect to any candidate for judicial office, including-a candidate seeking retention, who fails to

waive generally all claims of confidentiality he or she may have, or had, with regard to any documents, information or files concerning matters before the Disciplinary Board of the Supreme Court of Pennsylvania or the Judicial Inquiry and Review Board.

(b) Incumbent Judges - Retention or Election.

(1) The Committee may conduct an evaluation of the performance of any incumbent judge (including a Member of the Association) who seeks retention in or election to a court with which the Association is concerned and shall report as to whether such person is qualified for retention in or election to such judicial office. As part of its evaluation and prior to issuing its report, the Committee shall conduct a poll of all members of the Association concerning pertinent aspects of the performance of such incumbent judge, except in any case in which the judge has held office for an insufficient period of time, as determined by the Committee, for a meaningful poll to be conducted. The results of such poll, which shall be reported with the Committee's findings, shall not be binding upon the committee. In the event that the Committee's findings are contrary to the poll, the committee shall thoroughly explain the reasons for its conclusion. Any such incumbent judge seeking retention in or election to the judicial office which he or she holds and who is found recommended by the Committee shall receive the endorsement of the Association.

(2) In order for an incumbent judge to be found recommended by the Committee for retention, such judge must commit to the Association in writing that, unless the Committee determines that the judge faces active opposition, he or she will not, directly or indirectly, solicit contributions for his or her campaign for retention in judicial office from members of the Association.

(c) Interim Evaluation. The Committee may carry out interim evaluations of the judicial performance of judges of courts with which the Association is concerned and shall communicate and/or publish the reports of such evaluations as the Committee in its discretion deems advisable the manner and frequency of such interim evaluations shall be determined by the Committee.

(d) Rules and Regulations. To carry out the aforementioned responsibilities, the Committee shall adopt rules and regulations to govern its procedures.

Section 11-04. Duties of Members of the Committee; Disqualification.

(a) No member of the Committee shall make any advance commitment concerning how he or she will vote at any Committee meeting concerning the qualifications of any person to be considered by the committee.

(b) Except as otherwise provided in this Article, the discussions at committee meetings pertaining to the qualifications of persons to be considered by the Committee shall be completely confidential.

(c) Any member making any commitment or disclosure in violation of this section shall be removed by the Co-Chairs of the Committee.

(d) No person who is seeking or being considered for appointment, retention in or election to any judicial or public office shall be eligible to serve as a member of the Committee.

ARTICLE XII

SPECIAL COMMITTEES

Section 12-01. Special Committees. Committees other than those for which express provision is made by these Bylaws may be created as the President and Executive Committee may direct; but no matter properly falling within the purview of any Standing Committee shall be referred for consideration to any Special Committee unless otherwise provided. The Executive Committee shall designate the function and responsibility of such committees. Chairs of Special Committees shall be appointed by the incoming President on an as needed basis. Special Committees shall consist of such a number of Members, not less than three (3), as the President shall decide.

ARTICLE XIII

SECTIONS

Section 13-01. Sections. The Sections of the Association shall be the several Sections provided for hereinafter in this Article and such new Section or Sections as may be established by the Members.

Section 13-02. Section Members. All members of Sections shall be Members of the Association. Any Member of the Association may be a member of any one or more Sections.

Section 13-03. Section Meetings. The meetings of each Section shall be held at the call of the Chair. Sections shall fix the regular time and place of meetings. A quorum may consist of less than a majority of Section members.

Section 13-04. Section Organization and Procedures.

(a) Each Section shall have a chair, appointed by the incoming President on or after September 1st of each year, and such other officers and committees of the Section shall deem necessary, and shall have the general power to establish procedures not inconsistent with the By-laws and policy of the Association.

(b) Sections shall conduct at least one substantive law program, seminar, workshop or panel discussion during the calendar year, and may conduct any other activities appropriate to further the dissemination of information in their respective areas of law.

(c) Members of Sections may be required to pay section dues in such amount and for such purpose as the Executive Committee may authorize. Sections shall not undertake any activity involving the expenditure of funds without prior authorization by the Executive Committee.

(d) The Chair of each Section shall report on its activities to the President and the Executive Committee. Each Section shall make such special reports to the Association as the Executive Committee or the President may direct.

Section 13-05. Bankruptcy Section. The Section on Bankruptcy shall assist Members by providing basic information regarding bankruptcy practice and procedure. The Section will make available to Members updated amendments to local bankruptcy rules and proposed amendments to the Bankruptcy Code. The Section will develop and present continuing legal education programs and materials on both substantive and procedural aspects of the law.

Section 13-06. Corporate and Business Law Section. The Section on Corporate and Business Law shall promote the objectives of the Association within the field of corporate, banking and business law. The Section shall advance the development of the law and continuing education of Members of the Association within such fields. The Section shall formulate and extend the study of such fields of law and shall cooperate in obtaining uniformity with respect to both legislation and administration in all matters within such fields.

Section 13-07. Criminal Justice Section. The Section on Criminal Justice shall study and make recommendations concerning criminal law and procedure. The Section shall cooperate in the improvement of criminal law enforcement in the City of Philadelphia and with the personnel charged with the same. The section, on behalf of the Association, shall from time-to-time meet with judges, public officials, law enforcement officers, and others for the purpose of submitting to them and discussing with them plans for improvements or changes in criminal law and in the administration of criminal justice. The Section shall consider and report upon any such improvements or changes as may be referred to it by the Association, and shall take such action as may be appropriate in support of or in opposition to such improvements or changes. When so directed by the Association, or by the Executive Committee, the Section shall advocate or oppose in the name of the Association, particular suggested changes in rules of court in the Federal or Pennsylvania Rules of Criminal Procedure.

Section 13-08. Environmental Law Section. The Section on Environmental Law shall facilitate liaisons among agencies concerned with environmental matters. The Section shall undertake special projects and further continuing education in the field of environmental law.

Section 13-09. Family Law Section. The Section on Family Law shall study and make recommendations concerning the laws, local and state-wide rules of procedure, administrative regulations and forms and procedures governing marriage, divorce, adoption, support, custody, property division, dependency, juveniles, protection from abuse, paternity and other subjects related to family law. The section shall provide its members and the bench with continuous legal education. The Section shall work to improve the delivery of legal services, administration of justice and public perception of the family law system.

Section 13-10. Government and Public Interest Law Section. The Section on Government and Public Interest Law shall assist Members of the Association engaged as attorneys for federal, state, or local government or public interest agencies or organizations in evaluating trends and developments in public interest law and shall provide a forum for those Members dealing with government and public interest problems.

Section 13-11. Human Rights Section. The Section on Human Rights shall examine the laws, policies, and practices pertaining to incidents that may contravene the constitutional and human rights of any person or persons regardless of race or citizenship. When so directed by the Association, or by the Executive Committee, it shall advocate for the protection and expansion of the rights of said person or persons in any manner deemed appropriate and consistent with the purposes of this Association. Such action shall include making suggestions to proper authorities to prevent future incidents and correct current circumstances which may contribute to said incidents.

Section 13-12. Intellectual Property Section. The Section on Intellectual Property shall promote the objectives of Members within the field of patents, trademarks, copyrights, industrial designs, literary and artistic works, scientific work and discoveries, inventions, confidential information, trade secrets, know how and unfair competition. To that end, the Section shall advance the development of intellectual property law and further continuing education of Members of the Association within such field.

Section 13-13. Judicial Council. The Judicial Council shall consist of all Members of the Association who are members of the judiciary. The Judicial council shall be charged with assistance to and organization of members of the judiciary, particularly in regard to promoting improvement in the administration of justice with respect to judges and the courts. The Section shall also maintain effective liaisons with other organizations and institutions working on judicial reform.

Section 13-14. Litigation Section. The Section on Litigation shall provide a forum for the problems and interest's of its members who are trial practitioners who specialize in litigation. The Section shall establish and maintain a working liaison with state and federal judiciary toward achieving procedural reform and administration of trial that insures the integrity of the adversary process. The Section shall, from time to time initiate study and research toward the development of improved methods, techniques, and procedures in the field of litigation. It shall also support and inspire the art of trial and appellate advocacy among the bar. The Section shall generally promote and further the interest of its members within the field of litigation.

Section 13-15. Municipal Finance Section. The section on Municipal Finance shall monitor developments relating to municipal finance to determine the impact on Members having an interest in that field. The section shall coordinate activities and promote continuing education related to municipal finance.

Section 13-16. Probate and Trust Section. The section on Probate and Trust shall promote the objectives of Members within the field of probate and trust law. The Section shall promote the continuing education of the members within this field and all its branches. The Section shall cooperate in the improvement and changes of laws in the field and shall report upon any such improvement or changes.

Section 13-17. Public Utilities Law Section. The Section on Public Utilities Law shall consist of Members of the Association in the field of public utilities law. The Section shall coordinate activities and advance the development and continuing education of Members in such field.

Section 13-18. Real Property Law Section. The Section on Real Property Law shall assist Members in the practice of real property law by developing and presenting continuing legal education programs and materials on both substantive and procedural aspects of the law concerning the ownership, use, development, transfer, regulation, financing, taxation, and disposition of real estate and all interest therein. This shall be accomplished by studying and suggesting improvements in applicable laws, practices, and procedures; and, by cooperating with judicial, legislative, and administrative bodies and other constituents of the organized bar to further these activities.

Section 13-19. Sports and Entertainment Law Section. The Section on Sports and Entertainment Law shall be open to all attorneys in the Association with an interest in sports and entertainment law. The Section shall organize and sponsor seminars and conferences on topics of interest to its Members and shall participate in sports and entertainment law matters where appropriate.

ARTICLE XIV

DUES AND OTHER FINANCIAL AFFAIRS

Section 14-01. Membership Dues. The Executive Committee shall, by resolution, establish the minimum annual dues to be paid by each class of Members of the Association on or before September 1 of each calendar year.

Section 14-02. Suspension of Dues. Members of the Association absent from the Philadelphia area for a period of more than one (1) year may be relieved by the Executive Committee from payment of the annual dues during such absence.

Section 14-03. Period of Membership Eligibility. Whenever applicable, the period of the Member's admission or holding of a degree shall be calculated from the date on which he or she was first admitted to practice before any court of record or received his degree.

Section 14-04. Fiscal Year. The fiscal year of the Association shall end on August 31.

Section 14-05. Audits. Annually, the accounting of the Treasurer, covering all moneys, investments and other property of the corporation, may be audited in such manner as may be deemed appropriate by the Executive Committee. A complete report of the financial condition of the Association shall be presented to the Executive committee and such report shall be available for inspection at the office of the Association by any member.

ARTICLE XV

BOOKS AND RECORDS

Section 15-01. Corporate Records. The Association shall keep at its registered office in this Commonwealth, or at its principal place of business wherever situated, or at such other place as the Executive Committee may from time to time appoint or the business the Association may require, original or duplicate records of the proceedings of the meetings of the Members and the Executive committee and the original or a copy of its Articles of Incorporation and its Bylaws,

including all amendments and alterations thereto. The Association shall keep at its registered office or at its principal place of business or at such other place designated by the Executive Committee complete and accurate books or records of account.

Section 15-02. Right of Inspection. Each Member and officer shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Members and the Executive Committee and to make copies or extracts therefrom.

ARTICLE XVI

PROCEDURE FOR AMENDMENT OF BYLAWS

Section 16-01. Amendments to Bylaws.

(a) Except as provided in Section 16-01(b) hereof, these Bylaws may be adopted, amended or repealed by majority vote of Members entitled to vote present, in person or by proxy, at a regular meeting, or at a special meeting of Members called for that purpose. Written notice shall be given to each Member entitled to vote that the purpose, or one of the purposes, of the regular or special meeting of members is to consider the adoption, amendment or repeal of these Bylaws. There shall be included in or enclosed with the notice a copy of the proposed amendment or a summary of the changes to be effected thereby. Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

(b) The Executive Committee may from time to time rearrange and renumber these Bylaws or portions thereof, insert and change descriptive headings, correct typographical errors and make conforming and other purely formal changes; but no change in the substance of any provision of these Bylaws shall be made except as provided herein. The Corresponding Secretary shall include the text of every amendment by the Executive Committee pursuant to this Section in his or her call for the next stated or special meeting of the Association.

ARTICLE XVII

PROCEDURE FOR AMENDMENT OF ARTICLES

Section 17-01. Amendments to Articles. Amendments to the Articles of Incorporation shall be governed by the Nonprofit corporation Law of 1988 and any subsequent amendments thereto.

ARTICLE XVIII

INDEMNIFICATION

Section 18-01. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an

action by or in the right of the Association) by reason of the fact that the person is or was a member of the Executive committee of the Association, or is or was serving at the request of the Association as an officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

Section 18-02. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor-by reason of the, fact that the person is or was a member of the Executive Committee of the Association, or is or was serving at the request of the Association as an officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit.

Section 18-03. Procedure for Effecting Indemnification. Indemnification under Sections 18-01 or 18-02 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where 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.

Section 18-04. Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 18-01 or 18-02 shall be paid by the Association in advance of the final disposition of any 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 by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Association.

Section 18-05. Indemnification of Employees, Agents and other Representatives. The Association may, at the discretion and to the extent determined by the Executive Committee of the Association, (i) indemnify any person who neither is nor was an officer of the Association but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Association), by reason of the fact that the person is or was an employee, agent or other representative of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 18-04.

Section 18-06. Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he or she consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws to a person shall inure to the benefit of the heirs, executors and administrators of such person.

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