

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

**ARTICLE I - MEMBERSHIP**

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

**ARTICLE II - OFFICERS AND DIRECTORS**

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

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

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

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

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

Section 6. The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of at least three (3) or more of the directors of the corporation and such other persons (who need not be directors) appointed by the Board of Directors. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution and permitted by law shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the corporation. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

### ARTICLE III - DUTIES OF OFFICERS

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

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

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

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

### ARTICLE IV - BEQUESTS TO THE CORPORATION

Section 1. All gifts and bequests made to the corporation shall be promptly

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

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

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

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

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

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

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

## ARTICLE V - AMENDMENTS OR REPEAL

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

## ARTICLE VI - MEETINGS

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

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

Section 3. Membership meetings. The annual meeting of the membership shall be held on the same day as and in conjunction with the annual meeting of the members of the Dauphin County Bar Association. Special meetings of the members may be called by the President, or by resolution of the Board of Directors, and shall be called by the Secretary upon the written request over the signatures of twenty (20) members, by giving written notice of the time and place of such special meeting at least five (5) days prior to the holding thereof.

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

## ARTICLE VII

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

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

## ARTICLE VIII - SEAL

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

## ARTICLE IX – INDEMNIFICATION

### Section 1. Scope of Indemnification.

- (a) The corporation shall indemnify any and all past, present and future service by a representative in one or more capacities as a Director, officer, or agent of the corporation, or, at the request of the Corporation, as a trustee, officer, agent, fiduciary or trustee of another domestic or foreign corporation for profit or not-for profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise (each an “Indemnified Party”) against any liability incurred in connection with any proceeding in which the representative may be involved as a party or otherwise, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, or act giving rise to strict or products liability, except:
- i. where such indemnification is expressly prohibited by applicable law;
  - ii. where the conduct of the Indemnified Party has been finally determined pursuant to Section 3.06 or otherwise:
    - A. to constitute gross negligence, willful misconduct or recklessness within the meaning of 15 Pa. C. S. 5713 ; or
    - B. to be based upon or attributable to the receipt by the Indemnified Party from the corporation of a personal benefit to which the Indemnified Party is not legally entitled; or
    - C. to the extent such indemnification has been finally determined in a final adjudication to be otherwise unlawful.
- (b) If a representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such representative to the maximum extent for such portion of the liabilities.

- (c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the representative is not entitled to indemnification.
- (d) For purposes of this Article:
  - i. “liability” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and
  - ii. “proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation, if any, or otherwise.

Section 2. Proceedings Initiated by Indemnified Parties. Notwithstanding any other provision of this Article, the corporation shall not indemnify under this Article any party for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6 of this Article or otherwise successfully prosecuting or defending the rights of an Indemnified Party granted by or pursuant to this Article.

Section 3. Advancing Expenses. The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an Indemnified Party in advance of the final disposition of a proceeding described in Section 1 of this Article upon receipt of an undertaking by or on behalf of the Indemnified Party to repay such amount if it shall ultimately be determined pursuant to Section 6 of this Article that such person is not entitled to be indemnified by the corporation pursuant to this Article. The financial ability of an Indemnified Party to repay an advance shall not be a prerequisite to the making of such advance.

Section 4. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the corporation may

maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be voided.

Section 5. Payment of Indemnification. A representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the Secretary of the corporation.

Section 6. Arbitration. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the corporation are located, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the corporation, the second of whom shall be selected by the Indemnified Party and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the corporation and the Indemnified Party cannot agree on the selection of the third arbitrator within 30 days after such time as the corporation and the Indemnified Party have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. The party or parties challenging the right of an Indemnified Party to the benefits of this Article shall have the burden of proof. The corporation shall reimburse an Indemnified Party for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the Indemnified Party under Section 1 of this Article in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 7. Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the corporation shall contribute to the liabilities to which the Indemnified Party may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 8. Mandatory Indemnification of Directors, Officers, etc. To the extent that a Director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 15 Pa. C.S 5741 or 5742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 9. Contract Rights: Amendment or Repeal. All rights under this Article shall be deemed a contract between the corporation and the Indemnified Party pursuant to which the corporation and each Indemnified Party intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 10. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an Indemnified Party in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 11. Reliance on Provisions. Each person who shall act as an Indemnified Party of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article.

Section 12. Interpretation. The provisions of this Article are intended to constitute Bylaws authorized by 15 Pa. C. S. 5746(a).



## ARTICLE X - NOTICE

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