

**BY-LAWS
OF THE
WILKES-BARRE LAW AND
LIBRARY ASSOCIATION.**

A 501(c)(6) Non-Profit Corporation.

(Adopted October 16, 1995).

Amended ~~January
17, 2017.~~

~~And~~
~~Amended~~ January
17, 2017, further
amended on January
21, 2021 ~~., and further~~
amended on
_____ . 2026

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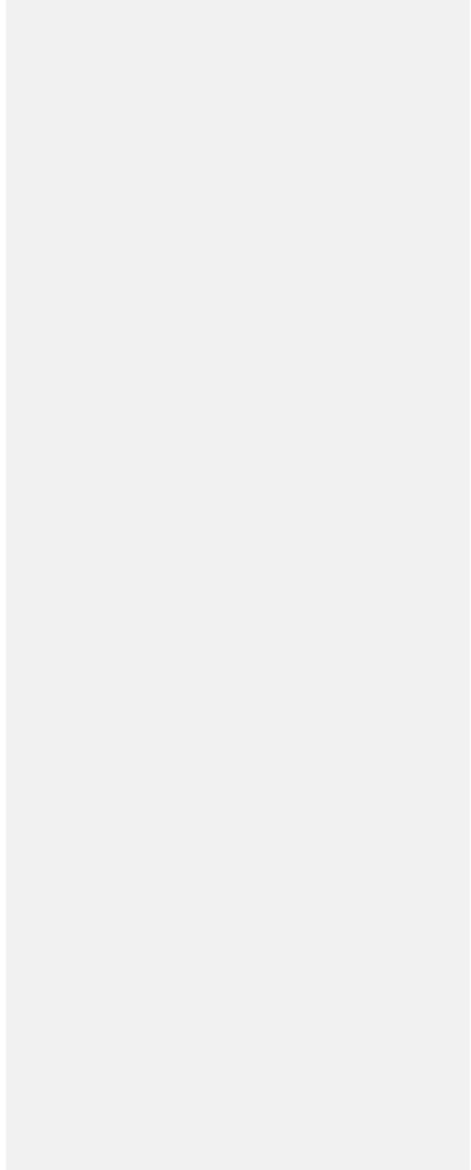
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ARTICLE I

A. **Name.** The official name of the organization shall be WILKES-BARRELAW AND LIBRARY ASSOCIATION.

It may also be known as the LUZERNE COUNTY BAR ASSOCIATION.

C.B. **Principal Office.** The principal office of the Wilkes-Barre Law and Library Association (Association) shall be located in the Luzerne County Court House or at such other place or places as the Executive Committee of the Association shall from time to time decide.

ARTICLE II

A. **Membership.** All lawyers in good standing, duly qualified and authorized to practice law in the Commonwealth of Pennsylvania and having a principal office or residence located in the County of Luzerne, Commonwealth of Pennsylvania, shall be eligible for membership in the Association.

C.B. **New Members.** All lawyers in good standing, duly qualified and authorized to practice law in the Commonwealth of Pennsylvania and having a principal office or residence located in the County of Luzerne for the first time shall be members of the Association. New members' dues will not be payable for the first eighteen (18) months of their membership. In order for a new member to remain as a member, dues at the applicable rate as provided herein must be paid on or before the first day of July following that eighteen (18) months.

D.C. Young Lawyer Members. All lawyers in good standing, duly qualified and authorized to practice law in the ~~Commonwealth~~Commonwealth of Pennsylvania with an office or residence located in the County of Luzerne, Commonwealth of Pennsylvania, who are age forty (40) years or younger or having been practicing law five (5) years or less, shall be eligible for young lawyer membership in the Association.

F.D. Associate Members. All lawyers in good standing, duly qualified and authorized to practice law in the ~~Commonwealth~~Commonwealth of Pennsylvania, but not having a principal office or residence located in the County of Luzerne, Commonwealth of Pennsylvania, shall be privileged to apply for an associate membership in the Association upon such terms and conditions as the Executive Committee of the ~~Association~~Association may from time to time determine. Such membership shall not carry with it, however, the privilege of voting.

F.E. Honorary Members. Judges of the appellate Courts of the Commonwealth of Pennsylvania and the United States and such lawyers as the Executive Committee may from time to time nominate, may be elected to honorary membership in the Association at its annual meeting. Such members shall not carry with it, however, the privilege of voting.

F.F. Student Membership. A law student in good standing who: (i) is registered in a Pennsylvania law school; (ii) is a resident of this Commonwealth and is registered in any law school accredited by the American Bar Association; or (iii)

states a present intention to practice law in Pennsylvania after graduation from any American Bar Association ~~ac-~~
~~credited~~accredited law school shall be privileged to apply for a student membership in the Association upon such terms and ~~condi-~~

F. ~~ions~~conditions as the Executive Committee of the Association may from time to time determine. Such membership shall not carry with it, however, the privilege of voting. [Includes Luzerne County College/University Students].

K.G. Member Discipline.

1. The Membership Committee, as established as an ad hoc committee from time to time by the President of the Association, may discipline any member of the Association upon the occurrence of any of the following events that may occur at the Association office or an Association function or sponsored event or in connection with the planning, attendance at, or implementation of an event or activity: (a) violation of the By-Laws of the Association; (b) engaging in conduct that is detrimental to the legal profession or the purposes, objectives or goals of the Association; (c) engaging in malfeasance; or (d) engaging in unethical or offensive conduct or any other conduct that brings discredit to the Association or unreasonably interferes with or disrupts the Business of the Association.

2. Discipline shall include, but not be limited to the following: letter of reprimand, suspension from membership or expulsion from membership.

3. An allegation that one or more of the events set forth above has occurred shall be made in writing and addressed to the President of the Association within one hundred and eighty (180) days of the date of the event or events.

~~4.~~The President shall convene a meeting of the Membership Committee of the Association within fifteen (15) business days of receipt of the written allegation. The Membership Committee shall take reasonable measures to ensure privacy of the parties. The Membership Committee shall in its sole and broad ~~disere-~~

~~tion~~discretion determine by a simple majority, whether further
~~investiga- tion~~investigation is warranted, the scope of the
investigation, and the issuance

4. of any provisional remedies. However, if the allegation gives rise to civil, criminal or disciplinary action, any action by the ~~Mem-ber-shi-p~~Membership Committee or Executive Committee shall be stayed pending resolution of said action.

a. If the Membership Committee determines that no further investigation is warranted and that the allegation is unfounded, the Chair of the Membership Committee shall notify the complainant in writing of the decision of the Membership Committee.

~~b.~~If the Membership Committee determines that further investigation is warranted, the Chair shall appoint one or more of the members of the Membership Committee to conduct the b. investigation (the "Investigation Subcommittee"), which investigation shall be completed within thirty (30) calendar days and a written report shall be provided to the remaining members of the Membership Committee.

i. Within fifteen (15) business days of receiving the report, the Membership Committee shall meet to discuss the report.

ii. At said meeting, the Membership Committee, exclusive of the Investigation Subcommittee, shall determine whether or not discipline is warranted.

c. If the Membership Committee, exclusive of the Investigation Subcommittee, determines that discipline is not warranted, the Chair shall notify the complainant and the member, in writing, of the decision of the Membership Committee.

~~d.~~If the Membership Committee, exclusive of the Investigation Subcommittee, determines that discipline is warranted, the Chair shall notify the member, in writing, at least twenty (20) calendar days prior to the date of a meeting at which

the Membership Committee will take place with regard to the member's discipline. The member shall be permitted to be heard

d. at such meeting in person, or by counsel, at his/hers/the member's sole expense, prior to the vote being taken. If the member fails to notify the Chair five (5) business days prior to the meeting that he/she/the member intends to appear or have counsel appear at the meeting, the Membership Committee may deem the discipline to be unopposed.

e. After permitting the member the opportunity to be heard at said meeting, if the member elects to be heard, the Membership Committee, exclusive of the Investigation Subcommittee, shall vote on the form of discipline to be imposed on the member, which vote shall be a simple majority.

f. Within five (5) business days of said meeting, the Chair shall notify the member and complainant, in writing, of the decision of the Membership Committee.

~~(5)~~. _____ A member who has been subject to any sanction pursuant to the foregoing procedures shall have the right to appeal the decision of the Membership Committee to the Executive Committee within twenty (20) business days after receiving written notice of discipline by notifying the President, in writing, of the appeal. Upon receipt of such appeal, the President shall call a special meeting of the Executive Committee to take place no later than thirty (30) calendar days after receipt of the appeal. The proceedings before the Executive Committee shall not be confidential. At such meeting, the member who may be represented by counsel at his/hers/the member's sole expense, shall appear in person and shall have an opportunity to be heard. The Complainant shall appear in person and may be represented by counsel at his/hers/the Complainant's sole expense. The Executive Committee shall then vote to approve or disapprove the decision of the Membership Committee. A two-thirds (2/3) majority of the members of the Executive Committee present at the meeting shall be required to approve the decision of the Membership

Committee. The decision of the Executive Committee shall be final.

ARTICLE III

- A.- Dues.** The annual dues of the Association for members, young lawyer members, and associate members shall be fixed at the annual meeting of the Association. The Executive Committee will maintain the power to waive or reduce member and young lawyer dues because of illness or hardship.
- B.- Collection of Dues.** Dues shall be payable and collected in such manner and upon such terms and conditions as the Executive Committee shall from time to time determine.
- C.- Ineligibility to Vote.** Members whose dues shall not have been paid at the time of the annual meeting shall be ~~in-eligible~~ineligible to vote. It shall be the duty of the Treasurer of the Association to publish in *The Luzerne Legal Register* ~~im-~~mediately prior to the annual meeting a list of all members in good standing for the annual meeting, and to post a similar list in the Law Library at the Luzerne County Court House.
- D.- Dismissal for Failure to Pay Dues.** A member who shall have failed to pay ~~his or her~~the member's dues for a period of one (1) year after notice thereof shall be dropped from the rolls of the Association.
- E.- Reinstatement of Membership.** Reinstatement shall be in accordance with the terms and conditions prescribed by the Executive Committee.

ARTICLE IV

~~A.~~ **A. Officers.** The officers of the Association shall be as follows: a President; a Vice President, a Secretary, a Treasurer, and an Executive Committee of no more than nine (9) which shall include the officers of the Association recited in this section and the five (5) members thereof. All shall be members of the Association in good standing.

~~B.~~ **B. Duties of the Officers.**

1. The ~~president~~President shall preside at all meetings of the ~~As-~~sociationAssociation and of the Executive Committee, shall have general and active management of the business of the ~~As-~~sociationAssociation and shall see that all orders and resolutions of the Association and/or the Executive Committee are carried into effect. ~~He~~The President shall have, with the approval of the ~~Execu-~~tiveExecutive Committee, the right to hire and discharge any or all employees of the Association. ~~He~~The President shall have the right to appoint committees upon the request of the Association or upon ~~his~~the President's own initiative, to represent the Association in all matters pertaining thereof, and to exercise the general powers and duties of supervision and management ~~usu-~~-allyusually vested in the office of President of an Association.

~~2.~~ The Vice-President shall discharge the duties of the President whenever the President, for any reason, cannot discharge the duties of ~~his~~the President's office. In the event of the death, the resignation, or the inability to serve of the

Commented [JK1]: I think this should be capitalized

President, the Vice-President shall assume the duties of the President until the next annual elections of officers, or until a ~~successor~~successor shall have been elected.

~~3-2~~ The offices of Secretary and Treasurer may be held by one person. It shall be the duty of the Secretary to give due and timely notice of meetings, regular or special, to all members in good standing of the Association; to attend to all correspondence for and on behalf of the Association; to maintain and preserve an up-to-date and accurate list of all members in good standing of the Association; to attend all meetings and to keep accurate minutes and records of the Association and to perform such other duties as are generally performed by a Secretary and more particularly as may be directed by the President or Executive Committee of the Association.

~~4-3~~ It shall be the duty of the Treasurer to send notices of dues annually to all the members of the Association; to receive and properly receipt for dues; to keep complete an accurate records of all financial transactions of the Association; to receive from the proper officers and receipt for fines or forfeited recognizances; to deposit and keep deposited all moneys of the Association in the name of the Association, and to report, on call of the President or the Executive Committee, and at every annual meeting of the Association, on the financial situation of the Association.

~~5-4~~ The Treasurer shall furnish a bond, with surety or sureties, conditioned on the proper performance of ~~his~~the Treasurer's duties. The amount and terms of said bond shall be fixed and the sureties approved by the President and the Executive Committee.

~~6-5~~ The Executive Committee, other than the officers, shall consist of five (5) members; two (2) members of said

Committee shall be retained from service of like character
~~From~~from the immediate previous Executive Committee;
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(1) member shall be such person as shall have practiced law for a period of less than ten (10) years; two (2) members shall be such as shall have practiced law more than ten (10) years.

~~7. 6.~~ It shall be the duty of the Executive Committee to supervise generally the business affairs of the Association, to transact such business of the Association as may require its attention between the meeting of the Association, to authorize any unusual or extraordinary expenditures, to approve or disapprove any book purchase recommendations of the library Committee, subject, however, to Article VIII, infra, to consider, supervise and advise on the investment or reinvestment, retention or disposal of funds and securities of the Association; to receive financial reports and make annual, or more frequent when called upon, reports to the Association of the business affairs of the ~~As-~~
~~sociation~~Association, and the financial situation of all investments of the Association. The Executive Committee may appoint an Executive Director of the Association, whose duties shall be such as shall be assigned by the Executive ~~Com-~~mitteeCommittee.

~~8. 7.~~ No honorary or associate member shall be eligible for nomination or election to any office of the ~~Associa-~~
~~tion~~Association.

~~D. Term of Office.~~ The officers and Executive Committee members of the Association shall serve for a period of two
~~C.~~ (2) years at which time a successor or successors shall be chosen as herein provided. No member shall serve as the

same officer or on the Executive Committee in the same capacity for more than one (1) term, with the exception of the office of Secretary-Treasurer.

capacity for more than one (1) term, with the exception of the office of Secretary-Treasurer.

ARTICLE V

- A. **Annual Meeting.** The annual meeting of the Association shall be held on the third Tuesday of January of each year, or on a date not more than seven (7) days thereafter, at the Law Library in the Luzerne County Court House, or at any ~~convenient~~ convenient place designated by the President or the Executive ~~Com- mittee~~ Committee. Notwithstanding the preceding sentence, or any other provision of these Bylaws, if a meeting (whether it be the annual meeting, a quarterly meeting or a special meeting) of the Association is held by means of the internet or other ~~elec- tronic~~ electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, post questions to the officers, make appropriate motions and comment on the business of the meeting, then the meeting need not be held at a particular geographic location. At the annual meeting there shall be the election of officers for the current year, reports from all standing or special committees, if any, and a ~~com- plete~~ complete and accurate financial report, both by the Treasurer and the Executive Committee of the Association.
- B. 1. Notice of the Annual Meeting. Notice of the ~~an- nual~~ annual meeting shall be published in a conspicuous place in *The Luzerne Legal Register* once a week for three (3) successive weeks immediately prior to the date of such annual meeting.
- ~~2. Quarterly Meeting and Notice Thereof.~~ ~~Quater-~~

~~by~~Quarterly meetings of the Association shall be held on the third Monday of April, July and October of each year, or on a date not more than seven (7) days thereafter. The quarterly meeting for July may be omitted or

2. called at the discretion of the President, or upon written request of ten (10) members in good standing. Notice of such quarterly meetings shall be given in the same manner as required for the annual meeting.

3. **Special Meetings and Notice Thereof.** Special meetings of the Association may be called at the ~~discretion~~discretion of the President or shall be called upon the written request ~~on ten (10) members of the~~ Association in good standing. Notice on any such meeting shall be given, in writing, to each member in good standing of the Association at least seven (7) days prior to the time of such meeting and also by notice published in a conspicuous place in *The Luzerne Legal Register* in the week immediately preceding such meeting.

C. **Quorum.** At the annual quarterly or special meeting of the Association, twenty-five (25) members shall constitute a quorum for the conduct of business. ~~At any quarterly or special meeting of the Association a quorum shall consist of fifteen (15) members.~~ A quorum of the Executive Committee shall consist of five (5) members. The presence or participation, including voting and taking other action, at a meeting of the members of the Association or the expression of consent or dissent to a corporate action by a member by conference telephone or other electronic means, ~~including, without limitation, the internet,~~ shall constitute the presence of, or vote or action by, or consent or dissent of the member for purposes of these Bylaws.

ARTICLE VI

A. **Committees.** Standing Committees of the Association shall be as follows:

1. Committee on Unauthorized Practice of Law.
2. Pro Bono Committee.
3. Committee on the Library.
4. Committee of Public Relations.
5. Committee of CLE.
6. Committee of Civil Rules.
7. Committee on Criminal Law.
8. Committee on Investments.

B. **Appointment to Committees.** Such standing Committees shall be appointed by the President of the Association within sixty (60) days after the President shall have been elected.

C. **Power to Appoint Committees.** The President of the Association shall have the power to appoint any special committee or committees in ~~his~~the ~~President's~~ discretion necessary for the proper conduct of the business of the Association, and any vacancies occurring in either the standing or ~~the special~~the special committees.

B-D. Lay Advisory Committee.

~~4-~~There shall be a committee of lay persons who shall be residents of Luzerne County. This committee shall be known as the "Lay Advisory Committee" and shall consist of five (5) members. The President of the Association shall appoint the members of the Lay Advisory Committee, who shall serve for a term of three (3) years. The terms of the members shall be staggered, and initially the President shall appoint such members of the Lay Advisory Committee to terms which shall

1. comply with this provision. The members of the Lay Advisory Committee shall be given notice of and attend all meetings of the Executive Committee, without the right to vote.

2. The purpose and objective of the Lay Advisory Committee shall be to relay to the Association the attitudes and positions of lay persons and the community in relationship to the functions of the Association which are

(i) service to the public; ~~(ii) administration of justice;~~

~~(ii) administration of justice;~~

(iii) service to the members of the Association.

ARTICLE VII

A. Nomination of Officers. At or before the quarterly meeting in October, the President, with the approval of the Executive Committee, shall appoint a Nominating ~~Com-
mittee~~Committee of five (5) members in good standing whose duty shall be to submit nominations for the offices of President, Vice-President, Secretary, Treasurer or Secretary-Treasurer, and the Executive Committee whose terms will be expiring the following year. It has been the custom of the Nominating Committee that the Vice-President will be nominated as President.

B. Time in which Nominations shall be made. ~~Nomi-
nations~~Nominations must be made by this Committee on or before the first day of December of the year prior to

the annual meeting and presented to the Secretary by that time. It shall then be the duty of the Secretary of the Association to post a list of such nominations in the Law Library at the Luzerne County Court House, and to publish this list of such nominations in *The Luzerne Legal Register* at least twice.

C. Additional Nominations.

1. Any ten (10) members of the Association in good standing may make additional nominations for any office or offices by submitting such additional nominations to the Secretary of the Association at least three (3) weeks prior to the annual meeting. The list of such additional nominations shall be posted in the Law Library at the Luzerne County Court House and published in *The Luzerne Legal Register* at least twice.

2. No nominations may be made except as hereinabove provided.

ARTICLE VIII

A. **Library and Rooms.** The Law Library at the Luzerne County Court House shall be for the free and exclusive use of members of the Association in good standing including associate and honorary members, and for visiting members of other law or legal associations.

B. **Librarian.** The Law Library shall be under the control of a Librarian to be selected by the President and subject to the approval of the Executive Committee. The Secretary or Executive Director of the Association shall be eligible for the position of Librarian.

C. **Removal of Books.** Books may be taken from the Law Library by the Judges for use in Court rooms or Chambers upon a written order, therefore, and upon giving to the Librarian a receipt for such books taken.

~~D.~~ **Rules and Regulations.** The Executive Committee shall

determine the rules and regulations pursuant to which the members of the Association in good standing may

D. remove any books, pamphlets, articles or other documents and instruments from the Law Library at the Luzerne County Court House. The rules and regulations promulgated by the Executive Committee with regard to the removal of same shall be posted by the Librarian in a conspicuous place in the Law Library. The rules and regulations shall also provide for the discipline or sanctions which shall be imposed by the Association for the violation of such rules and regulations, including barring such members from using the Law Library and/or dismissal from membership in the Association.

The rules and regulations shall also provide for ~~disci-~~
~~ptinediscipline~~ or sanctions to be imposed upon any member who shall deface or otherwise destroy any s u c h book, pamphlet, article or other document or instrument.

E. Purpose of Library. The Law Library shall be used only for the purpose of research and study and not for any other purpose or purposes.

F. Purchases. The Committee on the Library shall have the right to make book purchases, without the approval of the Executive Committee, provided that such purchases shall not exceed in any one (1) year Five Hundred (\$500.00) Dollars or such sum as may hereinafter be fixed at an Annual meeting of the Association. The limitation thus fixed shall not apply to or include "loose-leaf" or other so-called "services". Book purchases in excess of \$500.00 for any given year shall be made with prior approval of the Executive Committee.

ARTICLE IX

Remittance of Fines or Forfeited Recognizances.

Repealed by Judicial Code (42 PA. C. S.) – PROFESSIONAL BONDSMEN, AUTHORIZATION TO CONDUCT ~~BUSINESS~~ WITHIN EACH COUNTY, FORFEITED ~~UNDER-TAKING~~ UNDERTAKING, PRIVATE CAUSE OF ACTION AND THIRD-PARTY SURETIES, Act of Jul. 2, 2015, P.L. 110, No. 16.

ARTICLE X

Memorials of Members. In the event of the death of any member in good standing of the Association, the President shall appoint a Committee which shall draw up a fitting and suitable memorandum, noting the death of such member. Such memorandum shall be published in *The Luzerne Legal Register*, a copy thereof sent to the family of the deceased member, and a copy entered upon the minutes of the Association.

ARTICLE XI

Amendment. These By-Laws may be altered, changed or amended only upon the suggestion, in writing, of five (5) members of the Association in good standing, ~~submit-~~ ~~ted~~ submitted to the Executive Committee and the President. Upon receipt of such suggestion the President and Executive Committee shall give notice of the proposed alteration, change or amendment by publication thereof in *The Luzerne Legal Register* in two (2) successive issues, ~~and such and such~~ proposal may then be considered at any subsequent regular or special meeting of the Association. Upon such consideration at such regular

or special meeting of the Association, no change, alteration or amendment to the By-Laws shall be made unless approved by two-thirds of the members present. Upon approval of these By-Laws as set

forth in Article XII(A.), the prior By-Laws are hereby repealed.

ARTICLE XII

Young Lawyers' Division. There shall be a Young Lawyers' Division of the Wilkes-Barre Law and Library Association ("Young Lawyers' Division"). The Young Lawyers' Division shall be governed by such By-Laws as its membership shall create and maintain except that no person shall be a member of the Young Lawyers' Division unless ~~hesaid individual~~ is a member in good standing of the Wilkes-Barre Law and Library Association.

The Chairperson of the Young Lawyers' Division shall be a member ex officio of the Executive Committee of the Wilkes-Barre Law and Library Association but shall have no vote and in that capacity shall keep the Wilkes-Barre Law and Library Association informed of the activities of the Young Lawyers' Division.

ARTICLE XIII

Indemnification. Section 1:

The Association shall indemnify any indemnified representative (as defined below) 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, by reason of the fact that such person is or was a member of the Executive Committee or officer of the Association or a member of a committee of the Association acting in such capacity, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action

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| by or in the right of the Association to

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to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not ~~prohibited~~ prohibited by applicable law.

1. a. “indemnified representative” shall be defined as any and all past or present members of the Executive ~~Committee~~ Committee, Lay Advisory Committee, officers of the Association, and any other person designated as an indemnified ~~representative~~ representative by the Executive Committee of the Association.

~~b.~~ An indemnified representative shall not be ~~personally~~ personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the indemnified representative has breached or failed to perform the duties of ~~his/hersaid representative’s~~ office under subchapter B of Chapter 57 of the Pennsylvania Non-Profit Corporation Law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness as defined by 15 Pa.

~~b.~~ C.S.A. §5746(b). The provisions of this section shall not apply to (i) the violation of a criminal statute or (ii) the liability of an indemnified representative for the payment of taxes pursuant to local, state, or federal law. Any repeal or modification of this section shall be prospective only, and shall not affect to the detriment of any indemnified representative, any limitation on the personal liability of ~~an~~ indemnified representative of the Association existing at the time of such repeal or modification.

~~e.~~ Notwithstanding any other provision of this Article, the Association shall not indemnify under this Article an

indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative

c. 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 majority of the Executive Committee in office.

2. An indemnified representative shall be entitled to indemnification within a reasonable time after providing prompt notice in writing to the President and Secretary of the Association. Prompt notice shall be defined as within reasonable period of time after receipt of knowledge of claim or potential claim and prior to any delay which would affect or diminish the Association ability to dispose of or defend the indemnified representation against the claim. A member of the Association who is not otherwise ~~designated~~ designated as an indemnified representative may request such status by making written application to the Executive ~~Com-~~ mittee Committee.

3. Expenses incurred by an indemnified representative in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the indemnified representative or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

4. No modification or repeal of any provision of this Article shall affect, to the detriment of the member, indemnified representative, the obligation of the ~~Association~~ Association to indemnify or to advance expenses to an indemnified representative in connection with a claim based on any act or failure to act occurring before such modification or repeal.

~~5.~~—The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which an indemnified representative may be entitled under any agreement, vote of members of the Executive Committee or otherwise, both as to action

5. in such person's official capacity and as to action in ~~an other~~ another capacity while holding the office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

~~6.~~—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 Luzerne County, 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 Association, the second whom shall be selected by the indemnified representative and the third of who 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, or if one of the parties fails or refuses to select an arbitrator, or if the arbitrators selected by the Association and the indemnified representative cannot agree on the selection of

the third arbitrator within 30 days after such time as the Association and the indemnified representative have each

6. 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 Common Pleas of Luzerne County. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The Association shall reimburse the indemnified representative for the expenses (including attorney’s fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction. This arbitration provision shall be specifically enforceable.

7. The membership shall have the power to (i) authorize the Association to purchase and maintain at the Association expense, insurance on behalf of the Association and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by statute.”

~~(iii) give other indemnification to the extent not prohibited by statute.”~~

ARTICLE XIV

Preamble.

Any member of the Association in good standing may propose a resolution for consideration either: (i) in writing to the President and the Secretary of the Association; or (ii) at any regular or special meeting of the Association.

Resolution Processes and Committee Review

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Commented [JK2]: I would suggest that all of Article XIV be in redline so that when we send out to the full membership via the Register, they can see all of the new language

Commented [PG3R2]: Agreed. When we get it in final form between us, I will compare to the original to the final proposed revision, creating a redline for publication in the legal register. I think that it will be best if we give Joe Burke what he should publish instead of leaving it to him.

A. **Simple Matters.** For matters raised as new business during a membership meeting that do not require detailed analysis, do not have significant organizational impact or are not otherwise deemed by the President to be a matter to be referred to the Executive Committee under the Formal Resolution Process as set forth below (a “Simple Matter”), the President in the President’s sole discretion may allow for immediate consideration and vote by the membership present (in person, by conference telephone or other electronic means). In the event that such a matter was submitted orally as new business during a membership meeting and the President determines that the same is not a Simple Matter, the member may be required to submit that matter as a written resolution for consideration pursuant to the Formal Resolution Process outlined below.

B. **Formal Resolution Process.** For matters requiring detailed consideration, having significant impact on the Association, requiring specific expertise, or are otherwise designated by the President as not a Simple Matter, the member proposing the resolution or a Public Statement Resolution as defined below shall follow the formal resolution process (the “Formal Resolution Process”) as set forth herein. The proposed resolutions shall be submitted in writing to the President and the Secretary of the Association no less than forty-five (45) days prior to the date of the annual meeting, next regular meeting, or any special meeting at which the resolution is to be considered (the “Formal Process Resolution”).

Commented [JK4]: Possibly insert here, “,or a Public Statement Resolution”...

1) **Public Statement Resolution:** A Public Statement Resolution is used for issuing a Public Statement of the Association or endorsement of a Public Statement of another bar association or judicial entity for publication to the public at large. A Public Statement is defined as a statement, though not all-inclusive, that fosters the protection of the legal system including judicial independence and the rule of law, proposes or endorses legislation that impacts the practice of law, or offers support for membership, other bar associations or the courts. A

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Public Statement Resolution must be submitted to the Formal Resolution Process.

2) **Executive Committee Referral.** Upon receipt of a proposed Formal Process Resolution, or upon determination by the President that a matter raised as new business is not a Simple Matter, the proposed Formal Process Resolution shall be referred by the President to the Executive Committee of the Association for consideration. The Executive Committee shall evaluate the resolution's merit, relevance, impact, and other issues it deems appropriate and shall refine the language of the Formal Process Resolution, if necessary, and shall prepare recommendations to the President for consideration by the full membership. The Executive Committee's report and any proposed revised resolution shall be distributed to all members (consistent with protocol in these By Laws) prior to the meeting at which the Formal Process Resolution will be considered.

Commented [JK5]: Insert before "revised" the word, "proposed"

3) **Executive Committee Review Process.** The Executive Committee shall review the proposed Formal Process Resolution and may seek input from other committees as the Executive Committee deems appropriate (e.g., Bylaws Committee or an ad hoc committee) for detailed consideration based on the complexity, impact, or expertise required. Within fifteen (15) business days of receiving the proposed Formal Process Resolution, the Executive Committee shall either: (a) recommend that the membership approve or reject the Proposed Resolution as drafted or propose an alternate resolution (along with the original Proposed Resolution) for consideration by the membership and make a report to the membership at the next regularly scheduled meeting, or (b) refer the Formal Process Resolution to an appropriate committee for further review and recommendations as provided in Section B(3) above. The reviewing committee shall present its recommendations to the Executive Committee for its consideration and action as provided in this subsection.

4) **Factors for Consideration.** When reviewing a Formal Process Resolution, Executive Committee shall consider (but is not constrained to satisfy) each of the following factors:

- The alignment of the issue with Association's mission.
- The potential significant or direct impact of the issue on members of the Association, the legal profession or the residents of Luzerne County.
- The promotion of a better understanding of the issue presented by the Resolution.
- Any special knowledge or expertise on the issue provided by the Resolution
- The contribution of the Association to a better understanding on the issue.
- The timeliness of the proposed Resolution.
- The valuable public information purpose served by the proposed Resolution.
- The defamatory or frivolous nature of the proposed Resolution, if any.
- The overall greater positive or negative impact on the Association by addressing the issue.
- Any divisiveness to Association membership created by addressing this issue.
- The consistency of the proposed Resolution with Association's prior positions (and if not, any clarification contained therein why the change in public posture).
- The consistency of the proposed Resolution with the purposes of the Association's 501(c)(6)Tax-Exempt status.
- Any other fact or consideration relevant to the determination of whether it is appropriate to endorse or reject the proposed Resolution.

In the event the Formal Process Resolution proceeds to a vote of the membership, membership shall also consider the above-referenced factors when considering the same.

5) **Emergency Deliberation.** If the Executive Committee deems that a proposed Formal Process Resolution, or a Simple Matter as defined in this Article, requires urgent attention and/or action, the Executive Committee shall have the right to act in accordance with these By Laws to adopt the Formal Process Resolution or Simple Matter, or amend and adopt a revised version thereof without proceeding with the other requirements of this Article XIV, provided that the Executive Committee shall report its action to the membership no later than the next regularly scheduled meeting of the Association. Thereafter, a member may submit a Formal Process Resolution seeking to rescind the action of the Executive Committee pursuant to this section, which will be considered accordingly as required by this article.

6) **Grounds for Rejection.** The Executive Committee may reject any proposed Resolution that it deems to be frivolous, inappropriate, inconsistent with the By-Laws, potentially damaging to the Association or its purposes, including but not limited to resolutions that propose the dissolution of the Association or any other action contrary to its objectives, or for any other reason as determined by the Executive Committee in its reasonable discretion. Notwithstanding the foregoing, the membership may override any rejection or modification of a proposed Resolution by the Executive Committee upon a two-thirds (2/3) vote of the members present at a duly called meeting where a quorum is present, provided that notice of the intent to override the Executive Committee's decision has been included in the meeting notice.

7) **Timing.** No later than 60 days after the Formal Process Resolution was submitted by the member, the Executive Committee shall submit to the Membership for consideration either the proposed Formal Process Resolution, along with any suggested revisions or recommendations, or report on the Executive Committee's decision to reject the proposed Formal Process Resolution in accordance with the process outlined herein.

8) Notice to Membership.

Upon receipt of a proposed resolution by a member which requested the Formal Resolution Process, the Secretary of the Association shall provide notice to the Membership of the submission of said proposed resolution along with the name of the member who submitted the same for consideration. The notice shall be published in The Luzerne Legal Register and posted in a conspicuous place in the Law Library at the Luzerne County Court House

Commented [JK6]: Consider inserting after member but before the comma the following, "which requires the Formal Resolution Process,"...

Thereafter, the Executive Committee shall report its decision to the Secretary of the Association who shall ensure that notice of the action or inaction on the proposed resolution is included in the agenda of the meeting at which it will be considered. The notice shall be published in The Luzerne Legal Register and posted in a conspicuous place in the Law Library at the Luzerne County Court House and may also be distributed through electronic means as determined by the Executive Committee at least two (2) weeks prior to the meeting. Finally, the original resolution submitted by the member along with any recommendation/modification by the Executive Committee shall be included in the notice pursuant to this paragraph.

9) Consideration by Membership. At the meeting in which a resolution requiring the Formal Process Resolution is submitted by the Executive Committee to the membership for consideration by the membership, the membership shall consider the original proposed resolution, which was submitted by the member, along with any recommendation or proposed revision to the original proposed resolution by the Executive Committee concerning the same. The presence or participation, including voting and taking other action on a proposed resolution at a meeting of the members of the Association, or the expression of consent or dissent on the proposed resolution by a member by conference telephone or other electronic means shall constitute the presence of, or vote or action by, or consent or dissent of the member.

Commented [JK7]: Consider adding after the word "which" the following, "a resolution requiring"...

Commented [JK8]: Possibly insert after the words, "Executive Committee" the words "to the membership"...

10)Record of Resolutions. All proposed resolutions, whether adopted or rejected, shall be recorded in the minutes of the Association and kept as part of the official records

END.

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