

PACDL BYLAWS

Article I: Name, Offices, Status

Section 1. Name:

The name of the organization is Pennsylvania Association of Criminal Defense Lawyers.

Section 2. Offices:

The Association may have offices at such locations as the Board of Directors may from time to time designate.

Section 3. Status:

The Association shall be a non-profit organization organized under the laws of the Commonwealth of Pennsylvania.

Article II: Purposes

The Association is formed exclusively for charitable, scientific, and educational purposes including, without limitation, the following purposes:

- (a) to foster, maintain, and encourage the integrity, independence, and expertise of the defense lawyer in criminal cases;
- (b) to achieve justice and dignity for defense lawyers, defendants, and the criminal justice system itself;
- (c) to protect and insure by rule of law, those individual rights guaranteed by the Pennsylvania and United States Constitutions; to encourage cooperation among lawyers engaged in the furtherance of such objectives through educational programs and other assistance; and through such cooperation, education, and assistance, to promote justice and the common good;
- (d) to promote study and research in the criminal justice system and the related disciplines;
- (e) to disseminate by lecture, seminars, and publications the advancement of knowledge of the law as it relates and is ancillary to the field of criminal practice;
- (f) to promote the proper administration of criminal justice; and
- (g) to foster periodic educational meetings of defense lawyers and to provide a forum for material exchange of information regarding the administration of criminal justice and thereby concern itself with the protection of individual rights and the improvement of criminal law, its practice and procedures.

Article III: Membership

Section 1. Application for Membership

- (a) Membership in the Association shall be by application made on a form prescribed by the Board of Directors
- (b) All applications for membership must be accompanied by the payment of the appropriate dues and must be approved by the Board of Directors unless this responsibility has been delegated to the President, Executive Director, or to the Membership Committee.
- (c) All memberships, with the exception of Life, Emeritus and Honorary Memberships, are on a fiscal basis as established by the Board of Directors.

Section 2. Eligibility

- (a) An attorney admitted to practice before the Supreme Court of Pennsylvania who is actively engaged in the defense of criminal cases is eligible to apply for membership in the Association as a Regular Member.
- (b) An attorney who holds judicial or prosecutorial office is ineligible to become or remain a member of the

Association.

Section 3. Regular Membership

Regular Membership in the Association shall be available to those persons of professional competency, integrity, and good moral character who are actively engaged in the defense of criminal cases.

Section 4. Life Membership

The title of Life Member shall be conferred by the Board of Directors on a Regular Member who, in lieu of payment of the established dues, make payment to the Association in an amount set by the Board of Directors.

Section 5. Benefactor, Sustaining, and President's Club Memberships

The title of Benefactor Member, Sustaining Member, or President's Club Member, shall be conferred by the Board of Directors on a Regular Member who, in lieu of payment of the established dues, makes payment to the Association in amounts as set by the Board of Directors.

Section 6. Emeritus Membership

- (a) Emeritus Membership is available to a Member of at least fifteen (15) years who has retired from the active practice of law.
- (b) The proposal for Emeritus Membership shall be made in writing, subscribed by five (5) members, and submitted to the President of the Association.
- (c) An affirmative vote of a majority of the Board of Directors shall be required to elect any Emeritus Member.

Section 7. Honorary Members

- (a) Any person who shall have made an outstanding contribution to the public welfare and aided in the achievement of the goals of this Association may be proposed for Honorary Membership by five (5) Regular Members of the Association.
- (b) The proposal for Honorary Membership shall be made in writing, subscribed by five (5) members and submitted to the President of the Association.
- (c) An affirmative vote of a majority of the Board of Directors shall be required to elect any Honorary Member.

Section 8. Voting

Each member in good standing shall be entitled to one (1) vote at the Association's proceedings and shall be eligible to hold any office; Honorary Members shall not be entitled to vote at any of the Association's proceedings and shall not be eligible to hold any office.

Section 9. Revocation of Membership

Membership of all classes and categories may be revoked for cause by vote calling for such revocation by three-quarters (3/4's) vote of the members of the Board of Directors, after notice and a hearing consistent with due process of law.

Article IV: Officers

Section 1. Designation

The elected officers of the Association shall consist of a President, a President-Elect, three (3) Vice-Presidents, a Secretary, and Treasurer. In addition to the elected officers of the Association, there may be appointed by the Board of Directors and Executive Director and such Committees as are deemed appropriate. The chair of any

committee created shall be designated by President.

Section 2. Election and Term of Office

(a) Elected Officers: The elected officers of the Association with the exception set forth in Paragraph (b) of this section, shall be elected at the annual meeting of the Association and shall hold office until the next annual meeting or until their successors are elected and qualified.

(b) President-Elect: At the end of the term of the President, the President-Elect shall automatically become President of the Association and shall serve as President for a period of one (1) year, with the option to serve a second year but no longer than two (2) years, in addition to any period of time necessary to fulfill the unexpired term of his or her predecessor who may have died, resigned or been removed from office.

Section 3. Duties of Elected Officers

The duties and powers of the elected officers of the Association shall be as follows:

(a) President: The President shall be the Chief Executive Officer of the Association, and it shall be the President's responsibility to oversee and coordinate the activities of the Association and to preside at its meetings. The President shall be the spokesperson for the Association and wherever practicable shall publicly appear for the Association and address its policies. The President shall organize the annual meeting of the Association at the place designated by the Board of Directors. The President shall have responsibility for all facets of said meeting upon asking and receiving the advice of the Board of Directors. The President shall serve in office for a period of one year, with the option to seek re-election for one additional year. A President's term in office shall be limited to a maximum of two years.

(b) President-Elect: The President-Elect of the Association shall assist the President in the performance of his or her duties and shall also perform such other duties as may be prescribed for the President-Elect by the Board of Directors. In the case of the absence of the President, the President-Elect shall act as Chief Executive Officer of the Association. In case of the death of the President or in the event the President's resignation or removal from office, the President-Elect shall conclude the term of office of the President in accordance with the provisions of these By-Laws.

(c) Vice President: The Vice President shall assist the President and President-Elect in the performance of their duties and perform such other duties as may be prescribed for them by the Board of Directors. In the event of the death, incapacity, resignation, or removal from office of both the President and President-Elect, one (1) Vice President selected by the board of Directors shall fulfill the unexpired term of both officers and assume the duties of the office of the President.

(d) Secretary: The Secretary shall attend and keep minutes of all meetings of the Association, and shall have such other powers and perform such other duties as are incident to the office.

(e) Treasurer: The Treasurer shall maintain the funds and pay the obligations of the Association as directed by the Board of Directors, and shall have such other powers and perform such other duties as are incident to the office.

(f) The President, President-Elect, Vice Presidents, Secretary, Treasurer, and Past Presidents shall serve as ex-officio members of the Board of Directors. The President, Vice Presidents, Secretary, Treasurer, and Immediate Past President shall have all powers to serve in the capacity as conferred and enumerated by Article IV, Section 3. All other Past Presidents shall likewise have all of the aforementioned powers with the exception of the right to vote.

Section 4. Duties of Appointed Officers

The duties of the appointed officers are:

(a) Executive Director: The Executive Director shall be the Managing Officer of the Association and it shall be the Executive Director's responsibility to effectuate the policies of the Association as dictated by the Board of Directors. Within limits defined by the policies of the Board of Directors, the Executive Director shall be empowered to do all of the day-to-day acts and make all of the day-to-day decisions which the Executive Director shall in his or her discretion deem necessary to the achievements of the ends of the Association. The Executive Director shall (1) supervise, engage, or dismiss in his or her discretion the subordinate employees of the Association; (2) organize and facilitate the annual meeting of the membership and all regularly scheduled meetings of the Board of Directors; (3) report to the President either by mail or in person each month. The

Executive Director shall serve at the pleasure of the Board of Directors and shall execute a surety bond in the amount fixed by the Board of Directors.

Section 5. Executive Committee

The purpose of the Executive Committee of the Association shall be to act on Association business and transactions during the interim period between Board of Director meetings. The Executive Committee shall consist of the President, President-Elect, the Vice Presidents, the Secretary, and the Treasurer and all past Presidents. The past Presidents shall serve as ex-officio members without the right to vote. Additionally, the President may appoint one additional member from the Board of Directors to serve on the Executive Committee, with the right to vote, for a term beginning and ending with the President's own term of office. The Executive Committee shall be charged with the duty of reviewing applications for the position of Executive Director of the Association. The Executive Committee shall, prior to the Board of Directors meeting each year, review the performance of the current Executive Director and determine whether the current Executive Director shall be recommended to the Board of Directors meeting for a successive term of office.

Article V. Board of Directors

Section 1. Qualification

Eligibility for election to the Board of Directors shall extend to all classes of membership except Honorary.

Section 2. Number of Directors

The Board of Directors shall consist of a number of members of the Association as shall from time to time be determined by the Board of Directors and all officers, pursuant to Article IV, Section 3(f).

Section 3. Powers

The Board of Directors shall manage the business and affairs of this Association. Any act of majority of the voting Directors present at a meeting shall be the act of the Board of Directors but in no event can this majority be less than six (6) votes.

Section 4. Term of Office

Members of the Board of Directors shall be elected at the regular annual meeting of the Association and shall hold office for a period of three (3) years; except at the organizational meeting eight (8) Directors shall be elected for a term of one (1) years; eight (8) Directors shall be elected for a term of two (2) years; and eight (8) Directors shall be elected for a term of three (3) years.

Section 5. Vacancy

In the event of a vacancy on the Board of Directors, the term shall be filled by the Board of Directors.

Section 6. Quorum

Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7. Organization

The President of the Association shall serve as chair of meetings of the Board of Directors, and in the absence of the President, the President-Elect shall serve as chair. The Secretary of the Association shall act as Secretary of the Board of Directors.

Section 8. Meetings

The Board of Directors shall meet immediately after the annual meeting of the Association at the site of the annual meeting and on the same day. There shall be at least three (3) regular meetings during the year at a location determined by the President or the Board of Directors. Additional meetings may be called at any time by the President or a majority of the Directors.

Section 9. Removal

A director may be removed for cause by a vote calling for such removal by a three-quarter (3/4) vote of the members of the Board of Directors after notice and a hearing consistent with due process of law.

Section 10. President, Public Defender Association of Pennsylvania

In addition to all other officers and members of the Board of Directors, the President of the Public Defender Association of Pennsylvania shall, ex-officio, be a full voting member of the Board of Directors and shall remain so long as he or she holds the position of President of the Public Defender Association of Pennsylvania.

Section 11. President, Juvenile Defender Association of Pennsylvania

In addition to all other officers and members of the Board of Directors, the President of the Juvenile Defender Association of Pennsylvania shall, ex officio, be a full voting member of the Board of Directors and shall remain so long as he or she holds the position of President of the Juvenile Defender Association of Pennsylvania.

Article VI: Notice - Waivers

Section 1. Notice, What Constitutes

Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, as amended, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address supplied by him to the Association for the purpose of notice. If the notice is sent by mail or by telegram, 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 to such person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these by-laws. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2. Waivers of Notice

Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, as amended, 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 equivalent to the giving of such notice. Except as otherwise required by Article XIII of these by-laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3. Modification of Proposal Contained in Notice

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4. Exception to Requirement of Notice

Wherever any notice of communication is required to be given to any person under the provisions of the articles or these by-laws, or the Nonprofit Corporation Law of 1988, as amended, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 5. Conference Telephone Meetings

One or more persons may participate in a meeting of the Board or of a committee of the Board by means of

conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Article VII: Nomination

Section 1. Nominating Committee

The Nominating Committee shall consist of the Board of Directors. The duty of the Nominating Committee shall be to nominate candidates for election as Directors and Officers at the next annual meeting of the Association.

Section 2. Notice

The duty of the Nominating Committee is to notify the Executive Director or Secretary in writing at least thirty (30) days before the date of the annual meeting of the Association of the names of such candidates. The Executive Director or Secretary shall mail a copy of a list of such candidate to the last recorded address of each member simultaneously with the notice of meeting.

Section 3. Other Nominations

Any member of the Association qualified to vote may nominate any other member qualified to hold office by forwarding to the Executive Director a written petition for such nomination signed by at least twenty (20) members in good standing no later than thirty (30) days prior to the said annual business meeting. The President shall read to the membership at the annual meeting the names of those nominated.

Section 4. Voting

- (a) Members in good standing who attend the annual meeting of the Association are eligible to vote.
- (b) At the annual business meeting and after compliance with the preceding Sections of the Article, Officers, and Directors shall be elected by a majority vote by secret ballot of members, in good standing, and voting.

Article VIII: Meetings

Section 1. Time and Place

- (a) Annual Meeting. An annual meeting of the membership shall be held yearly at such time and place as designated by the Board of Directors. At such times the members shall elect directors and may transact such business as may be done in accordance with law, the articles of incorporation of the corporation, and these bylaws.
- (b) Special Meetings. A special meeting of the members may be called at any time by the President, the Board of Directors, or by the receipt of the Secretary of a written request of twenty-five (25) voting members. Special meetings shall be convened not less than ten (10) days nor more than sixty (60) days after being called.

Section 2. Quorum

Those members who are eligible to vote and are present at any annual meeting of the Association shall constitute a quorum for the transaction of business at said meetings.

Section 3. Program

The program of the annual meeting shall be devoted primarily to the furtherance of the aims, purposes, and objectives of the Association.

Article IX: Fiscal Year

The fiscal year of the Association shall be as designated by the Board of Directors

Article X: Finances

Section 1. Annual Dues

The annual dues of all classes of membership shall be set by the Board of Directors and thereafter ratified by the membership at the annual meeting by a majority vote.

Section 2. Payment of Dues

- (a) New Members: Dues are payable upon tendering of an application for membership and its acceptance.
- (b) Old Members: Dues are payable in advance on dates designated by the Board of Directors.

Article XI: Dissolution of Assets

In the event this Association should dissolve, its physical assets shall be sold and along with its liquid assets, they shall be distributed to a charitable organization whose primary objectives are the furtherance of criminal justice. Said distribution shall be determined by a majority vote of the Board of Directors then in office.

Article XII: Limitation of Personal Liability of Directors: Indemnification of Directors, Officers, and Other Authorized Representatives

Section 1. Limitation of Personal Liability of Directors

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 2 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Section shall not apply to:
 - (a) the responsibility or liability of a director pursuant to any criminal statute; or
 - (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

Section 2. Standard of Care and Justifiable Reliance

(a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presents;
 - (ii) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional and expert competence of such person;
 - (iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- (b) In discharging the duties of their respective position, the Board, committees of the Board and individual director may, in considering the best interest of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments or of related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- (c) Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 3. Indemnification in Third Party Proceedings

The corporation 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 corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative or 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 him in connection with such action, suit, or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or 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 person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions

The corporation 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 corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 5. Mandatory Indemnification

Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Section 3 or 4, supra, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification

Unless ordered by a court, any indemnification under Section 3 or 4, supra shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in circumstances because he or she has met the applicable standard of conduct set forth in such Paragraph. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 7. Advancing Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Paragraph 1 through 3, supra.

Section 8. Indemnification of Former Representatives

Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 9. Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions

Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Article XIII: Awards

The Pennsylvania Association of Criminal Defense Lawyers shall present the following awards and commendations:

- a. **The Liberty Award** (one annually). Presented to an individual, group or organization in recognition of a continuing commitment to the principles of liberty and equal justice under the law. Recipient(s) to be chosen by the President after consultation with the other officers.
- b. **The Charles P. Gelso President's Award** (one annually). Presented to a member in special appreciation of outstanding contributions to the Association. Recipient to be chosen by the President.
- c. **President's and Directors' Commendation(s)** (number at the discretion of the President and Directors). Presented at the discretion of the President and Directors to a member or members in recognition of special contributions to the Association during the previous year. Recipient(s) to be chosen by the officers and a member of the Board of Directors designated by the officers.
- d. **The Alan Jay Josel Advocacy Award** (one annually). Presented to a member in recognition of extraordinary advocacy in one or more cases, causes or issues during the previous year. Recipient to be chosen by the President after consultation with the other officers.

Article XIV: Amendments

Section 1. Notice

These bylaws may be amended by a majority vote of the members who are present and voting at any annual or special meeting, **PROVIDED** that copies of each proposed amendment shall have been mailed to all members eligible to vote at least ten (10) days in advance of the annual or special meeting at which such action is proposed to be taken.

ARTICLE XV: PACDL Outreach Program

Section 1. Purpose of the Outreach Program

The PACDL Outreach Program is designed to address the needs of the Association's membership at the local or county level. This program shall work to increase the membership of the Association and seek out the

active participation of current members. The Outreach Program will work to address county practice issues and to provide for the specialized needs of our members based upon their county or counties of practice.

Section 2. Administration of the Outreach Program

The PACDL Outreach Program Chairperson shall be the Immediate Past President who will act to coordinate with the regional Vice-Presidents in a grass-roots effort at the individual county level to re-energize our current membership, seek out new members and provide small scale localized CLE programs based upon requests made by a County Liaison. The Outreach Program Chairperson will work with the General CLE Chairperson(s) to plan and coordinate all county outreach CLE programs. The Outreach Program Chairperson will be charged with the duty of updating and advising the Executive Committee with regard to the information being obtained by the County Liaisons and sent through the Regional Vice-Presidents. The Outreach Program Chairperson will also work with the Regional Vice-Presidents to report county based issues and needs to the Executive Committee, the Executive Director and the Board of Directors in a timely fashion so as to facilitate immediate action and more responsive service to our membership.

The Regional Vice-Presidents, with the consent of the President of the Association, shall appoint a County Liaison (preferably a member of the Board of Directors) for each county within his/her respective district. The Vice-Presidents shall organize quarterly meetings and/or conference calls with the County Liaisons in order to learn about and discuss all current issues and/or needs submitted by each county in the Commonwealth. This information will be reported in writing after each such meeting or conference call to the Outreach Program Chairperson, the Executive Committee, and the Executive Director who will then submit said reports to the Board of Directors at the next Board of Directors meeting. The Regional Vice-Presidents will work with the County Liaisons in order to re-energize current members, recruit new members and participate in miscellaneous CLE and/or social gatherings at the county level.

The County Liaisons shall be appointed by the appropriate Regional Vice-President with the consent of the President of the Association. A County Liaison need not be a member of the Board of Directors, however, Board member participation is preferred. The County Liaison should be a criminal defense attorney (public defender or private practitioner) who is knowledgeable about the county's criminal defense practices and procedures. The County Liaison shall report to his/her Regional Vice-President regarding any county based needs or issues that PACDL can address, as well as work to generate interest in PACDL among the criminal defense bar in their respective county.

Section 3. County Chapters

Those members of the Association who may wish to organize more formally at the county level in order to address county specific issues affecting the practice of criminal law in that particular county, or group of counties, may form a county chapter of PACDL. The express and sole purpose of a county chapter of the Association shall be to organize the criminal defense bar to address issues that are unique to the particular county, or group of counties, comprising the chapter. At no time may a county chapter seek to address any issue affecting the practice of criminal law at the state level.

a. Chapter Leadership

Each chapter shall conduct elections in order to select the following chapter officers: (1) Chairperson; (2) Vice-Chairperson; and (3) Secretary. Each officer shall be elected to serve a minimum term of one year with the option of seeking re-election to an addition one year term. Chapter elections shall take place on an annual basis at a time and location designated by the Chairperson. Chapter officers will be elected based upon majority vote of the chapter members who cast their vote either in person at the designated annual chapter election meeting or by written submission received by the Executive Director of the Association within 72 hours of said meeting.

The duties of the Chairperson shall include the oversight and coordination of all chapter activities and to preside at all chapter meetings. The Chairperson shall be the spokesperson for the chapter.

The duties of the Vice-Chairperson shall include assisting the Chairperson in the performance of his or her duties. In the event of the Chairperson's death, resignation or removal from office, the Vice-Chairperson shall fulfill the duties of the Chairperson for the remainder of his or her term in office.

The duties of the Secretary shall include the keeping of minutes at all chapter meetings and shall have such other powers and perform such other duties as are incident to the office.

Each chapter shall also have a six member Administrative Committee consisting of five chapter members appointed by the Chairperson, along with the County Liaison designated by the Regional Vice-President of the Association as described in Section 2 of this Article. Each of the five Administrative Committee members appointed by the Chairperson shall be appointed to serve for a minimum of one year but shall not be appointed to serve on the Administrative Committee for more than four consecutive years. The Administrative Committee along with the Chapter Officers shall be charged with the duty of carrying out the operations of the county chapter. When voting on chapter issues, each officer and administrative committee member shall have one vote.

b. Membership in the Chapter

Membership in the chapter shall be automatic for any member of the Association in good standing who has an office located in that county. Any other member of the Association in good standing who does not have an office located in the designated county, but who practices criminal law in that particular county where a chapter has been formed, may petition the Chairperson of that county chapter for inclusion in the membership of that chapter.

c. Chapter Meetings

Meetings of the chapter membership will be conducted at least two times per year as determined by the Chapter Officers and Administrative Committee. One chapter membership meeting must be conducted annually during the same month in order to conduct chapter elections.

Adopted the 11 th day of June, 1988	Arthur T. Donato, Interim President
Amended the 4 th day of June, 1995	David R. Eshelman, Secretary, J. Richard Gray, President
Amended the 27 th day of October, 1996	David R. Eshelman, Secretary, Joel P. Trigiani, President
Amended the 22 nd day of November 1998	David R. Eshelman, Secretary, Robert J. Donatoni, President
Amended the 7 th day of November, 1999	L. Roy Zipris, Secretary, Caroline M. Roberto, President
Amended the 24 th day of April, 2009	David R. Crowley, Secretary, Royce L. Morris, President
Amended the 30 th day of April, 2010	David R. Crowley, Secretary, Michael J. Engle, President