

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 made by written application to the Executive Director of the Association.
- (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 or the Executive Director. In the event approval has been so delegated, an appeal from a rejection of membership shall be had by the applicant to the Board of Directors at the next regularly scheduled Board of Directors Meeting. On said appeal, the applicant may be approved for any category of membership which the applicant is eligible. The vote of the Board of Directors shall be by majority vote and said voting decision is final.
- (c) All memberships, with the exception of Life, Emeritus and Honorary Memberships, are on an annual basis as established by the Board of Directors.

Section 2. Eligibility

(a) The membership of the Association shall be divided into the following categories: Life Member, President's Club, Sustaining, Regular, Public Defender, Public Defender-Group, New Lawyer, Law Student, Emeritus, and Honorary. Admission into each class shall be subject to the eligibility requirements of Article III, the admission procedures of Section 1 of Article III and the final determination and approval of the President, Executive Director, or Board of Directors, whichever is warranted by the class of membership sought.

(b) An attorney who holds judicial or prosecutorial office is ineligible to become or remain a member of the Association. A member is deemed to have resigned from membership by becoming a prosecutor in any local, state or federal office or by working in any other capacity which is in conflict with the Purposes of the Association, as set forth in Article II of these Bylaws.

Section 3. [Reserved]

Section 4. Emeritus Membership

(a) Emeritus Membership is available to a voting member of at least fifteen (15) years who has retired from the active practice of law.

(b) A voting member seeking Emeritus Membership shall submit a written request for reclassification to the Executive Director or the President. An affirmative vote of a majority of the Board of Directors shall be required to reclassify a member to Emeritus Membership.

(c) An Emeritus Member shall pay dues in an amount established by the Board of Directors, which shall be less than that required of any voting category of membership. An Emeritus Member may not vote in any member meeting or membership matter.

Section 5. 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) 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 or the Executive Director of the Association.

(c) An affirmative vote of a majority of the Board of Directors shall be required to elect any Honorary Member.

(d) In any given year, no more than two (2) Honorary Members may be elected.

(e) An Honorary Member may not vote in any membership meeting or matter.

(f) Honorary Members are exempt from the payment of annual dues, but this in no way exempts the Honorary Member from the payment of expenses incurred in connection with any meeting, seminar or other activity of the Association.

Section 6. Law Student Membership

Law student membership shall be available to persons of integrity and good moral character who are students in an ABA-approved law school situated in Pennsylvania. A Law Student Member shall pay dues in an amount established by the Board of Directors. A Law Student Member may not vote at any member meeting or membership matter.

Section 7. 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, makes a one-time payment to the Association in an amount set by the Board of Directors. A Life Member shall not thereafter be required to pay annual membership dues. A Life Member may vote at any member meeting or membership matter.

Section 8. New Lawyer Membership

New Lawyer Membership in the Association shall be available to attorneys of professional competence, integrity and good moral character who are actively engaged in the defense of criminal cases and who have been admitted to

practice before the Supreme Court of Pennsylvania for three (3) years or less, and who pay annual dues to the Association in an amount established by the Board of Directors. A New Lawyer member may vote in all member meetings and matters.

Section 9. President's Club Memberships

The title of President's Club Member, shall be conferred by the Board of Directors on a Regular Member, Public Defender, New Lawyer Member, or Public Defender-Group Membership who, in lieu of payment of the established dues, makes an annual dues payment to the Association in an amount set by the Board of Directors. A President's Club member may vote at all member meetings and in all membership matters.

Section 10. Public Defender Membership

(a) Public Defender membership shall be available to attorneys of professional competence, integrity and good moral character who are in the full-time employ of local, state or federal public defender offices or legal service nonprofit agencies who exclusively represent indigent defendants. A Public Defender Member shall pay annual dues in an amount established by the Board of Directors. A Public Defender Member may vote in all membership meetings and matters.

(b) Public Defenders – Group Membership

Public Defenders are eligible for discounted Public Defender Group Membership annual dues at an amount established by the Board of Directors, provided 100 percent of the attorneys in a single office participate. Furthermore, the Board of Directors shall determine the minimum number of attorneys required to create a Group Membership and shall also determine if such a group applies to statewide and local groups of attorneys. A Public Defender who is a member of the Association by virtue of a Public Defender Group Membership is entitled to vote in all general member meetings and all membership matters only if that individual Public Defender pays the additional membership dues so as to equal the prevailing Public Defender Membership dues.

Section 11. Regular Membership

Regular Membership in the Association shall be available to those attorneys admitted to practice before the Supreme Court of Pennsylvania possessing professional competency, integrity, and good moral character, who are actively engaged in the defense of criminal cases, and who pay annual dues to the Association in an amount established by the Board of Directors. A Regular Member may vote at member meetings and in membership matters.

Section 12. Sustaining Membership

The title of Sustaining Member shall be conferred by the Board of Directors on a Regular Member, New Lawyer Member or Public Defender Member, who, in lieu of the payment of the established dues pays annual dues to the Association in an amount established by the Board of Directors. A Sustaining Member may vote at all member meetings and in all membership matters.

Section 13. Voting

(a) Each voting member shall be entitled to vote at the Association's member meetings, elections, or other proceedings, be entitled to sign a nominating petition and shall be eligible to hold any office, unless otherwise provided in the Bylaws, provided that his or her dues are currently paid.

Section 9. Revocation of an Entire Class of Membership

An entire class of membership or all classes of membership may be revoked by vote calling for such revocation by three-quarters (3/4's) vote of the members of the Board of Directors. Any amendment to the Bylaws that would terminate all Members or any class of membership or redeem or cancel all memberships or any class of memberships must meet the requirements of the Bylaws regarding amendment and this section.

(a) Before adopting a resolution proposing such an amendment, the Association shall cause to give notice of the general nature of the amendment to its Members.

(b) Any opposition to the resolution shall include written commentary not exceeding one thousand (1000) words opposing the amendment submitted by the class of membership sought to be revoked, provided such statement is submitted by members having three percent or more of the voting power. Such statement shall be submitted by one member of the class sought to be revoked. Said statement shall be submitted not later than twenty (20) days after the Board has voted to submit such amendment to the membership for approval or rejection. Said commentary shall be published in an Association publication

Article IV: Officers

Section 1. Designation

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

Section 2. Election and Term of Office

(a) **Qualifications:** Only members authorized to vote shall be eligible to become elected officers of the Association.

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

(c) **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 Chairman of the Board of Directors. It shall be the President's responsibility to provide governance, leadership and oversight 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 promote its policies, objectives and activities. The President shall organize the annual meeting of the members at the time and place designated by the Board of Directors. The President shall have responsibility for policy and strategic matters, and shall have the authority to create committees and appoint a chairperson(s) and members of each committee. The President shall have the authority to discontinue non-standing committees and to remove chairperson(s) or other committee members. The President may appoint an association voting member delegate to any other association on behalf of the Association. The President may create ad hoc committees or task forces to address particular issues relating to the interests and purposes of the Association. The duties of the President shall include overall responsibility for serving as ex officio member to all committees. 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 the presidential duties and shall also perform such other duties as may be prescribed for the President-Elect by the President and the Board of Directors. In the case of the absence of the President, the President-Elect shall act as the President of the Association. In case of the death of the President or in the event the President's resignation or removal from office, the powers and duties of the President shall devolve upon the President-Elect who shall conclude the term of office of the President in accordance with the provisions of these Bylaws.

(c) **Vice Presidents:** The Vice Presidents 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 President and the Board of Directors. In the event of the death, incapacity, resignation, or removal from office of both the President and the 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 accurate minutes of all Board and member meetings, as well as all executive committee meetings of the Association. The Secretary shall present minutes of all Board and member meetings to the Board of Directors and the membership for approval. The Secretary shall also, within ten (10) days of any meeting of the Executive Committee, present minutes of such a meeting for Executive Committee approval, and shall assure that approved minutes of all Executive Committee meetings are distributed to the Board within 30 days of any Executive Committee meeting, except that the minutes distributed to the Board of Directors may exclude sensitive topics discussed, such as personnel or litigation matters. In the event that the Secretary is unable to attend a meeting where minutes are required, the Secretary shall delegate such minute-taking responsibilities to another member of the Executive Committee. The Secretary shall also have such other duties that are incident to the office of Secretary or as may be assigned from time to time by the President and the Board of Directors.

(e) **Treasurer:** The Treasurer shall maintain the funds, pay the obligations of the Association, and ensure the safe and prudent management of the Association's finances as directed by the Board of Directors. In addition to the foregoing obligation, it is the further duty of the Treasurer to: a) ensure that the Association complies with the filing of any Internal Revenue Service reports and returns as may be required by law; b) serve as Chairman of the Finance and Audit Committee; c) deliver a budget prepared by the Finance and Audit Committee to the Board of Directors; d) report to the Officers and the Board of Directors the financial condition of the Association at all scheduled Board of Director Meetings; and e) shall have such other powers and perform such other duties as are incident to the office including overall responsibility for budget.

(f) The President, President-Elect, Vice Presidents, Secretary, and Treasurer shall serve as ex-officio members of the Board of Directors with voting rights and shall have all powers to serve in that capacity as conferred and enumerated by Article V, Section 3. No more than three Past Presidents shall also serve as ex-officio members of the Board of Directors with full voting rights, having been chosen by a vote of the Past Presidents' Council. No more than one additional Past President may be chosen, at the discretion of the President, to serve as an ex-officio member of the Board of Directors without voting rights.

Section 4. Duties of Appointed Officers

The duties of the appointed officers are:

Executive Director: The Executive Director shall be the Chief Executive 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 discretionary decisions which are deemed necessary for the achievement of the goals, purposes, and objectives of the Association. The Executive Director shall: (1) have discretion to employ, supervise, engage, or dismiss in his or her discretion contractors and subordinate employees of the Association; (2) organize and facilitate the annual member meeting(s) and all regularly scheduled meetings of the Board of Directors; (3) regularly report to the President, the Board of Directors, and the general membership regarding issues of importance to the Association; (4) assist the Board of Directors in formulating the Association's mission, goals, objectives and related policies; and (5) assist the Board of Directors in accomplishing its strategic plan and implementing its operations plan. 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. Vacancies

In the event that an officer, other than the President, is incapable of serving and will remain incapable for a

substantial period of the remaining term, such person shall be deemed to have created a vacancy. The determination of such vacancy shall be made by a three-quarters (3/4) vote of the voting members of the Board of Directors present at a scheduled meeting. Upon such determination, the vacancy so created shall be filled pursuant to the provisions of Article 5, Section 5 of the Bylaws.

Section 6. Voluntary or Involuntary Leave of Absence of the President.

(a) In the event the President finds herself or himself unable to fulfill the duties of her or his office, the President may choose to take a leave of absence. In that event, the Executive Director shall notify the Board of Directors within five (5) business days and shall post an announcement on the Association's web site. The length of the leave of absence shall be determined by the President.

(b) In the event the President is unable to exercise the duties of his or her office, and the President does not take a leave of absence, the Executive Committee may determine that a leave of absence is appropriate and necessary and may place the President on an involuntary leave of absence. The determination whether the condition for an involuntary leave of absence has been met shall be made by a three quarters (3/4) vote of the full Executive Committee. Notice of the Executive Committee determination placing the President on an involuntary leave of absence, with a statement of the reasons, shall be given to the full Board of Directors by electronic mail within five (5) days of the determination. Within ten (10) days after notice has been given, the Directors shall respond, either ratifying or disapproving of the involuntary leave of absence. If the involuntary leave of absence is not ratified by three-quarters (3/4) of the full Board, it shall be null and void.

(c) During the period of the President's leave of absence, his or her duties shall devolve to the President-Elect, who shall serve as Acting President.

(d) The involuntary leave of absence may be lifted at any time by a majority vote of the full Executive Committee.

(e) At any time while the involuntary leave of absence is in effect, the President may ask the Executive Committee to lift the involuntary leave of absence. In that event, the Executive Committee shall have five (5) business days to consider and act upon the request. The involuntary leave of absence shall be lifted by a majority vote of the full Executive Committee. If the Executive Committee denies or fails to act upon the request within five (5) business days, the President may appeal to the full Board. The Executive Director shall transmit the President's appeal to the full Board by electronic mail and the Directors shall respond within ten (10) business days. The involuntary leave of absence shall be lifted upon a vote of a majority of the full Board.

Section 7. Removal

In addition to the provision of Section 8 of this Article, an Officer may be removed for cause by a vote calling for such removal by a three quarters (3/4) vote of the Board of Directors.

Section 8. Absence

An Officer shall not accept the position unless that person intends to attend all Executive Committee, Board and Membership Meetings except for illness, serious personal and/or professional difficulties or official court business. Absence from more than one meeting in a calendar year shall be referred to the Board Governance Committee for action and discussion with the Officer. The Board Governance Committee may subsequently refer the Officer to the Executive Committee and/or Board of Directors for further action, up to and including a request that the Officer submits his/her resignation from the Executive Committee.

Article V. Board of Directors

Section 1. Qualification

All Members of the Association who are authorized to vote are eligible to become members of the Board of Directors.

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, all officers, pursuant to Article IV, Section 3(f), and no more than three (3) Past Presidents who shall serve as ex officio members of the Board of Directors with full voting rights having been chosen by an annual vote of the Past Presidents Council. Furthermore, no more than one (1) additional Past President may be chosen, at the discretion of the President, to serve as an ex officio member of the Board of Directors without voting rights.

Section 3. Powers

The Board of Directors shall manage the business and affairs of this Association and shall conduct its meetings in accordance with Robert's Rules of Order. Unless otherwise provided herein, 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 member meeting of the Association and shall hold office for a period of three (3) years. A member of the board shall serve no more than three (3) consecutive, three (3) year terms. After a one year hiatus from the Board, a previous director may be appointed to the Board of Directors. The term limit clause shall not apply to a current officer of the Board of Directors as they serve as ex-officio members with voting rights.

Section 5. Absence, Incapacity, and Vacancy

(a) Every board member is expected to attend all regularly scheduled board meetings. Absence from more than one meeting in a calendar year shall be referred to the Board Governance Committee for action and discussion with the board member. The Board Governance Committee may subsequently refer the board member to the Executive Committee and/or Board of Directors for further action, up to and including a request that the board member submit their resignation from the board.

(b) The unexpired term of a Director that becomes vacant shall be filled by a qualified Member as defined in Article V, Section 1 of these Bylaws. The qualified Member of the Association who receives the majority vote of the Board of Directors shall be elected to fill the unexpired term of the vacant seat. When the existence of a vacancy occurs, the Executive Director shall promptly notify the membership of the Board of Directors. The Board of Directors may fill the vacancy at the first scheduled meeting of the Board of Directors following the vacancy.

(c) In the event that a Director is incapable of serving and will remain incapable for a substantial period of his or her term, such person shall be deemed to have created a vacancy. The determination of said vacancy shall be made by a majority of the voting Members of the Board of Directors present at a scheduled meeting. A vacancy so created shall be filled subject to the provisions of Article V, Section 5(b) of these Bylaws.

Section 6. Contested Vacancy, Procedure

In the event a seat on the Board of Directors has been declared vacant, the following procedures shall govern where the Board Member contests his vacancy:

(a) The Secretary shall notify the person by certified United States Mail of the vacancy on the Board of Directors. A written petition for reinstatement and request for personal appearance must be submitted to the Executive Director within thirty (30) days from the date the notice was mailed.

(b) Copies of the written petition shall be transmitted to the entire Board of Directors. The petitioner will have the burden of proof to show: 1) good cause why the petitioner is entitled to reinstatement; and 2) good and just excuse(s) for the petitioner's absences and failure to obtain presidential excuses in the instance of an officer.

(c) The Board of Directors shall vote to reinstate or to uphold the vacancy. The majority vote of the Board of Directors shall be final.

Section 7. Resignation

A Director may resign at any time by providing written notice to the Executive Director. If the resignation of a director is effective immediate, the Board of Directors may fill the vacancy pursuant to Section 5 of this Article. If a resignation of a Director is made effective at a later date, the Board may fill the pending vacancy in accordance with procedures set forth in Section 5 of this Article before the effective date if the Board provides that the successor does not take office until the effective date.

Section 8. 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 9. Quorum

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

Section 10. Organization

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

Section 11. Meetings

- (a) Regular. The Board of Directors shall meet either immediately before and/or after the annual meeting of members of the Association at a time and place fixed by the Board of Directors. There shall be at least three (3) other regular meetings during the year at a time and location determined by the President or the Board of Directors.
- (b) Special Meetings. Special meetings of the Board of Directors may be called at any time and at any place by the President or a majority of the Directors. Written notice of every special meeting of the board of directors or other body shall be given to each director or member of such other body at least three days before the day named for the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board or other body need be specified in the notice of the meeting.
- (c) Remote Participation: The Board of Directors shall utilize available technology to allow remote board member participation for regularly scheduled board meetings in those limited circumstances when travel to the meeting location is not feasible for a board member. Remote participation shall be the exception and is not a substitute for regular, in-person attendance. No remote participation by a board member will be offered for the Annual Conference or Board Retreats.

Article VI. Committees

Section 1. Standing Committees

The Association shall establish the following standing committees: Board Governance, Executive, Finance and Audit, and Platform with duties and administrative structures to be further defined by individual charter and board policy.

Section 2. Committee Rules, Composition and Reports

All committee procedures may be governed by Robert's Rules of Order. Only members of a committee appointed by the President shall vote on any committee matter. All committee chairpersons shall file a timely written report to the Executive Director before each scheduled Board Meeting for distribution to the Board of Directors.

Section 3. Executive Committee

(a) Duties and Composition: The purpose of the Executive Committee of the Association shall be to act on Association business during the interim period between Board of Director meetings. The Executive Committee

may take other actions as further describe by Board policy including undertaking the annual review of the performance and executive salary and benefit setting of the Executive Director for the purpose of making appropriate recommendations to the Board of Directors for consideration and action at its next meeting. Meetings of the Executive Committee may be convened by the President or upon the motion of a majority of its voting members. The Executive Committee shall be comprised of the President, the President-Elect, the Vice Presidents, the Secretary, and the Treasurer, each with full voting rights. In addition, the President has discretion to include one Past President an ex-officio non-voting member of the Executive Committee for a particular meeting, provided that said Past President is a voting member of the Board of Directors.

(b) Executive Director:

(1) In the event of a vacancy in the office of Executive Director, the Executive Committee, or its designees, shall conduct a search for a replacement and review applications for the position of Executive Director of the Association.

(2) The Executive Committee shall recommend in writing a candidate to the Board of Directors no less than 10 days before the meeting of the Board at which the recommendation will be made. The Executive Committee shall simultaneously provide the Board of Directors with the curriculum vitae of the recommended candidate and other supporting materials submitted by the candidate. Such written report shall not include any financial data provided by the candidate nor shall it include any information regarding any financial negotiations conducted by the Committee or its designees. Such materials shall be treated as if the Board were in Executive Session.

(3) In the event a vacancy arises in the office of the Executive Director that necessitates the immediate naming of an Executive Director to prevent harm to the Association, as determined by the Executive Committee, the President, upon approval of the Executive Committee, shall designate an interim Executive Director. Said appointment shall be effective until the permanent Executive Director assumes his or her office in accordance with this Article.

(c) If a finding is made by majority vote of the Executive Committee that employment of the Executive Director should be terminated for cause or otherwise, the Executive Committee shall forward its determination to the Board of Directors for its approval, or disapproval. A determination to terminate shall be made by a majority vote of the Board.

Section 4. Board Governance Committee

(a) Duties: The duties of the Board Governance Committee are to ensure Board recruitment, development, assessment, and education is a continuous and deliberate activity. In particular, the Committee shall develop and oversee Board policies and practices related to governance principles, effective meeting practices, time, energy and money expectations of directors, nominating and voting practices for the Board and membership, and orientation, evaluation and education of Board members on their duties and responsibilities as directors.

(b) Membership: The Committee shall be comprised of at least three members of the Board of Directors. The Chairperson shall be appointed by the President and the President, in consultation with the Chairperson shall appoint other committee members to serve.

(c) Meetings: Meetings of the Committee may be called by the Chairman or by a majority vote of its members. The Committee shall meet on a regularly scheduled basis, at least two times per year and additionally as circumstances dictate to carry out its responsibilities at such times and places as shall be determined by the Chairperson.

Section 5. Finance and Audit Committee

(a) Duties: The Finance and Audit Committee is responsible for assisting the Board of Directors in its oversight of the financial operations of the Association, including recommending financial policies and budgets to the Board of Directors that support the Association's mission and strategic goals and ensuring a strong system of internal financial controls.

(b) Membership: The Finance and Audit Committee ("Committee") shall comprise of at least three voting members of the board of directors including a Chairperson, as determined by the President.

Section 6. Past Presidents Council

(a) Duties and Composition: The Past Presidents Council shall be charged with activities associated with advancing the goals of the Association and shall be comprised of all of the Past Presidents of the Association. On an annual basis, but no later than the annual meeting of the members, all of the Past Presidents shall vote to select one Past President as chairperson of the Council. By no later than the annual meeting of the members, the Past Presidents Council shall also select up to three Past Presidents to serve as voting members of the Board of Directors pursuant to Article V, Section 4 whose term shall begin at the time of the annual meeting of the members and expire at the subsequent annual meeting of the members.

(b) Meetings: Meetings of the Past Presidents Council may be called by the Chairman of the Past Presidents Council or by a majority vote of its members.

Section 7. Platform Committee

The Platform Committee is responsible for the initial consideration of the Association's legislative proposals that are presented to the members at the annual meeting for final determination. The President shall appoint a Chairperson and at least 5 voting members to comprise the Platform Committee.

Article VII: 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: (i) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Association or, in the case of directors or members of any other body, supplied by the person to the Association for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or (ii) By facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these bylaws. 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 bylaws, 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 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 bylaws, 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. Participation at the annual meeting of the members using a conference telephone or other electronic technology is not permitted.

Article VIII: Elections

Section 1. Nominations

Any member qualified to vote may be nominated as a candidate for any Officer or Board of Director position. A member may be nominated by one of three means: a) by the Board Governance Committee, as set forth in this Article; b) any member of the Association qualified to vote may nominate by petition any other Member qualified to hold office; or c) any member qualified to vote may nominate by petition himself or herself.

Section 2. Qualifications of Candidate

Only Members with voting rights may be candidates. Only a voting Member whose dues are current at the time of his or her candidacy may be a candidate. The Executive Director shall have the responsibility of determining if the dues are current.

Section 3. Nominations by the Governance Committee.

The Board Governance Committee shall recruit and nominate candidates for election as Directors and Officers of the Association. The Board Governance Committee shall only nominate qualified candidates and endeavor to assure diversity and consider a candidate's years of membership and service to the Association and the profession. The Board Governance Committee shall notify the Executive Director, in writing, no less than 60 days before the date of the annual meeting of the members of the Association, of the names of its candidates. Within ten (10) days of receipt of the names of the candidates of the Governance Committee, the Executive Director shall notify each member of the names of the Governance Committee's nominated candidates, specify a deadline for the receipt of nominating petitions, in an Association email or publication sent to each voting member along with notice of the annual meeting of the members.

Section 4. Other Nominations

Any member of the Association qualified to vote may nominate himself or 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 who are qualified to vote and whose dues are current at the time of the signature on the petition no later than thirty (30) days prior to the Association annual meeting of members. The burden of determining that the signatories are qualified remains upon the candidate. The candidate shall be responsible for obtaining a petition form from the Executive Director prescribed by the Board Governance Committee for a candidate for office. The Executive Director shall publish the availability of election forms in an Association publication and notice of the nomination process at least once a year. The Executive Director shall, upon receipt of a valid, timely petition, promptly notify, in writing, each candidate previously nominated by the Board Governance Committee of such petition.

Section 5. Voting

(a) Members shall have an opportunity to vote using either a written ballot or electronically as determined by the Board of Directors. Except as specified in Section 6 of this Article written or electronic ballots shall be distributed to members who are eligible to vote and whose dues are current. The distribution of such ballots shall occur no later than twenty (20) days prior to the Association's Annual Meeting of the Members. Votes, to be valid, must be

received by the Executive Director from the Members by the published deadline for the receipt of ballots.

(b) Each Member who is eligible to vote and whose dues are current shall be entitled to one vote for each contested race. The date of eligibility of voting members shall be set by the Board of Directors. A plurality of votes cast shall elect. The President shall announce the voting results at the Association's Annual Meeting of the Members.

Section 6. Acclamation

The President shall read to the membership at the annual meeting the names of those nominated. In the event no nominations in addition to those made by the Board Governance Committee are received by the date fixed by the Executive Director, no ballots shall be distributed. At the Association's Annual Meeting of Members, the Secretary shall declare the candidates of the Board Governance Committee elected by acclamation.

Section 7. Election Disputes

The President shall appoint an Elections Committee of no less than five (5) members who shall not be members of the Board of Directors. The Elections Committee shall supervise the conduct of the elections and provide guidance of the elections to the Executive Director. Any dispute regarding the elections, ballots or procedures, will be referred to the Elections Committee, whose duty it shall be to maintain a written record of the dispute and their decision thereon, setting forth the reasons for their decision. Such record shall be provided to the Board of Directors at its next meeting. Any adverse decision of the Elections Committee may be appealed to the Board of Directors at its next meeting, whose decision shall be final.

Article IX. Legislative Platform

Section 1. Platform Committee

It shall be the duty of the Platform Committee to make recommendations to the members at the annual meeting of members regarding the Association's legislative platform.

Section 2. Submission of Legislative Proposals

The Platform Committee shall consider any proposal referred to it by the Board of Directors, any voting member, and members of the Platform Committee. All such legislative position proposals shall be addressed to the Association's Executive Director at the Association headquarters and must be received at least seventy-five (75) days prior to the opening date of the Annual Conference. Proposed legislative proposals must consist of a single "resolved" clause without "whereas" clauses, and shall address only one subject. A brief rationale statement must accompany each proposed position statement and be signed by the member submitting it.

Section 3. Meeting to Review Legislative Proposals

The Platform Committee shall meet annually at the call of the Chairperson or upon the written request of three members of the Platform Committee addressed to the Executive Director to consider legislative position proposals. Such a written request shall state the purpose(s) of the meeting and, upon its receipt, the Executive Director shall issue the call for the meeting at least 60 days prior to the annual meeting of the members and shall cause all proposals to be reviewed. The Committee shall have the authority to conduct a hearing or entertain an oral presentation on any legislative position proposal submitted to it for consideration. Any action taken with respect to the Association's legislative platform shall require a majority of the full membership of the Committee.

Section 4. Distribution of Legislative Proposals

All legislative position proposals endorsed by the Platform Committee shall be distributed electronically or published in a publication of the Association to the voting members at least twenty (20) days prior to the annual meeting of the members.

Section 5. Presentation at Annual Meeting

The Platform Committee shall present its report of recommended legislative positions at the Association's annual meeting of members for review and passage. A resolution adopted at an annual meeting shall remain in effect and shall be part of the Association's legislative platform for five years, unless sooner rescinded, reaffirmed,

implemented or enacted. It shall be the duty of the members attending the annual meeting to review and pass upon all proposals reported to it by the Advocacy Committee and to adopt the legislative platform of the Association.

Section 6. Amendments and Reconsiderations

By a two-thirds vote of the voting members actually present and voting at the Association's annual meeting of members, any legislative position proposal considered, but not reported out of the Platform Committee may be called up for consideration. No legislative position proposal may be presented to the members at the annual meeting which previously had not been submitted to the Platform Committee for consideration. Members in good standing at the annual meeting may offer amendments from the floor at the annual business meeting to the form of the proposals, if, in the opinion of the President, such amendments shall not result in the consideration of adoption of a legislative proposal the substance of which is materially different than that considered by the Platform Committee.

Section 7. Standing Rules

At its discretion, the Board of Directors may adopt standing rules for the conduct of business at the Association's annual meeting and consideration of its legislative platform.

Section 8. Legislative Priorities

The Board of Directors is authorized to select the Association's top three legislative priorities for the upcoming two-year legislative session using the following methods: a) biennial web conference meeting; b) a biennial meeting held during an Association conference or board meeting; or c) at such other time as may be prescribed by the Board of Directors.

Article X. PACDL Member Outreach Program

Section 1. Purpose of the Member Outreach Program

The Member Outreach Program is designed to address the needs of the Association's membership at the regional or county level, increase the membership of the Association and encourage active participation of current members. The Member Outreach Program will work to address regional or county practice issues and to provide for the specialized needs of our members based upon their region or counties of practice.

Section 2. Administration of the Member Outreach Program

The Member Outreach Program Chairperson shall be the President-Elect who will act to coordinate with the regional Vice-Presidents in a grassroots effort at the regional and county level and report the activities of the membership program at the regular meetings of the Board of Directors.

Section 3. County Liaisons

County Liaisons shall be identified and appointed by the appropriate Regional Vice-President with the consent of the President of the Association. County Liaisons shall report to their Regional Vice-President regarding any county based needs or issues that PACDL can address and work to generate interest in PACDL among the criminal defense bar in their respective county.

Section 4. County Chapters

(a) Establishment of a Chapter: Those members of the Association who may wish to organize more formally at a regional or county level in order to address local issues affecting the practice of criminal law in that particular county or region, may form a chapter of the Association after application to and approval by the Board of Directors. The express and sole purpose of a county or regional chapter of the Association shall be to support the purposes of the Association at the local level and organize the local criminal defense bar to address issues that are unique to the particular county or region, comprising the chapter. At no time may a county or regional chapter seek to address any issue affecting the practice of criminal law at the state level or in contradiction to any position or policy of the Association.

(b) Board Application: To establish a county or chapter of PACDL, members from a particular county or region

must submit a request in writing to the Board of Directors for approval. This request should contain at a minimum the purpose for forming said Chapter, a schedule for the elections of the Chapter Leadership, a list of Association members who would consist of said Chapter, and a proposed schedule of meetings for the upcoming year as discussed below. The Board of Directors will duly consider the request at its next Board Meeting. The decision of the Board of the Directors whether to establish said Chapter will be communicated to the members who submitted the request.

(c) 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 72 hours in advance of said meeting.

(d) Duties of Chapter Leadership: 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.

(e) 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.

(f) Chapter Meetings: Meetings of the chapter membership will be conducted at least two times per year as determined by the Chapter Officers and/or the President-Elect. One chapter membership meeting must be conducted annually during the same month in order to conduct chapter elections.

(g) Reporting on Chapter: Chapters shall submit a report in writing to the Board of Directors at least fifteen (15) days in advance of every regularly scheduled meeting of the Board of Directors. The report shall include a current listing of all chapter members and its activities. In addition, the Chapter will coordinate all chapter activities with the Executive Director and copy the Executive Director on communications concerning chapter activities. Finally, the Chapter Chairperson is encouraged to attend the annual meeting of the Association.

(h) Dissolution of the Chapter: A Chapter may be dissolved by a 2/3 vote of the chapter members present and voting, after advance notice of no less than 20 days to every Chapter member as well as notice to the Association Board of Directors, that dissolution of the chapter will be considered at that meeting.

In addition, the Board of Directors may dissolve any Chapter, provided there is 30 days advance notice given to all members of the affected Chapter in a manner prescribed by the Bylaws and an opportunity is given to the affected Chapter members to speak at the meeting of the Board of Directors prior to its vote to dissolve said Chapter.

Article XI. Meetings

Section 1. Time and Place

(a) **Annual Meeting:** An annual meeting of the members shall be held yearly at such time and place as designated by the Board of Directors. The President, or in his absence the President-Elect, shall preside over the

annual meeting. At such times, the voting members shall 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.

Section 4. Rules.

All membership meetings shall be conducted in accordance with Robert's Rules of Order.

Article XII. Fiscal Year

The fiscal year of the Association shall run from January 1 through December 31, unless otherwise designated by the Board of Directors.

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 sent, in the manner provided

in Section Article VI – Notice – Waiver, 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.

Section 2. Waiver of Notice

The notice required in Section 1 of this Article may be waived by the unanimous vote of those members present and voting at such meeting of members.

Section 3. Procedure

All proposed amendments shall be delivered to the Executive Director. Unless the proposed amendment arises from the Executive Committee work, the Executive Director shall cause the proposed amendment to be mailed to the Executive Committee. The Executive Committee shall draft suitable language of the proposed amendment and consider the same for recommendation or rejection of its passage. Any proposed amendment of the Bylaws affecting the work of any other committee shall likewise be distributed to that committee. The Board of Directors shall receive, as soon as practicable after action of the Executive Committee, a copy of the proposed amendment along with the action report of the Executive Committee and an action report of any affected committee of the Association. The Board of Directors shall determine by majority vote whether to refer to the Membership any amendment for vote. The action of the Board of Directors, along with the recommendation of the Executive Committee and other affected committees, shall be included along with the proposed amendment to the Membership for adoption or rejection at the next Membership Meeting. The Membership shall be informed of the action of the Board of Directors and the recommendations of the Executive Committee and other affected committees.

In the event the Bylaws are amended, notice of such amendments shall be given to all Members in the manner permitted by these Bylaws. Publication of the Bylaws shall be on file with the office of the Association and shall be available in their entirety on the Association website.

Article XV. 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 to the Association and its acceptance.
- (b) **Renewing Members:** Dues are payable in advance of the particular membership year on dates designated by the Board of Directors.

Article XVI. 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 XVII. 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 Association 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:
 - (i) the responsibility or liability of a director pursuant to any criminal statute; or
 - (ii) 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 Association shall stand in a fiduciary relationship to the Association, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors 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 Association, 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 Association 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 of Directors 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 Association.

Section 3. Indemnification in Third Party Proceedings

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative or another Association, 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 Association, 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 Association, 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 Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association 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 Association 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 Association 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 Association 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 Association 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 Association 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 Association 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 Association and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 9. Insurance

The Association 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 Association or is or was serving at the request of the Association 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 Association 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 Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

- Adopted the 11th day of June, 1988 Arthur T. Donato, Interim President
- Amended the 4th day of June, 1995 David R. Eshelman, Secretary, J. Richard Gray, President
- Amended the 27th day of October, 1996 David R. Eshelman, Secretary, Joel P. Trigiani, President

Amended the 22nd day of November 1998

David R. Eshelman, Secretary, Robert J. Donatoni,
President

Amended the 7th day of November, 1999

L. Roy Zipris, Secretary, Caroline M. Roberto, President

Amended the 24th day of April, 2009

David R. Crowley, Secretary, Royce L. Morris, President

Amended the 30th day of April, 2010

David R. Crowley, Secretary, Michael J. Engle, President

Amended the 28th day of April, 2017

Rita Murillo, Secretary, Philip Gelso, President