

MEMORANDUM

TO: LYCOMING LAW ASSOCIATION

FROM: John P. Petrovito, Esquire
Chairperson

DATE: January 14, 2008

RE: By-Laws Committee
Annual Report

In July of 2007, the Lycoming Law Association President, John P. Petrovito, Esquire, appointed an ad hoc committee consisting of Tammy L. Taylor, Esquire, Charles G. Brace, Esquire, Gary L. Weber, Esquire, and John P. Petrovito, Esquire who was designated as the chairperson of the committee. The purpose of the committee was to review the By-Laws of the Lycoming Law Association and to consider whether changes were required. The Committee reviewed the By-Laws and recommended to the Executive Committee that certain changes should be made.

On December 10, 2007, the Executive Committee approved the proposed revisions to the By-Laws and agreed to submit the proposed revisions to a vote of the general membership at the Annual Meeting on January 14, 2008. On December 11, 2007, the proposed revisions to the By-Laws were posted on the Lycoming Law Association web site by Gary L. Weber, Esquire. A summary of the proposed revisions to the By-Laws and the reasons for the proposed changes was also posted on the web site by Mr. Weber on December 11, 2007. Copies of the proposed revisions to the By-Laws and the summary of the proposed revisions are attached to this report.

The proposed revisions to the By-Laws will be submitted to a vote of the general membership at the Annual Meeting of the Lycoming Law Association on January 14, 2008.

Respectfully submitted,

John P. Pietrovito
Chairperson

pc: Jessica A. Engel, Executive Director
Members of By-Laws Committee

By-Laws of the Lycoming Law Association

Modified December 2007

Deleted: Adopted unanimously at the Association's annual meeting on January 8, 2001

ARTICLE I. MEMBERSHIP

Membership in the Lycoming Law Association (hereinafter "LLA" or "Association") shall be open to all members in good standing of the Bar of the Supreme Court of Pennsylvania, or persons who retired from the practice of law while members in good standing of the Bar of the Supreme Court of Pennsylvania, who maintain or who maintained at the time of retirement, primary residence or a primary office for the practice of law in Lycoming County, Pennsylvania, and who meet all of the conditions of membership as established by the LLA from time to time, including but not limited to payment of LLA dues.

Any member who fails to meet the conditions of membership may be removed by majority vote of a quorum of the Executive Committee of the LLA or by majority vote of the members of the LLA.

ARTICLE II. MEETINGS OF THE ASSOCIATION

1. **PROCEDURE.** On parliamentary matters involving the LLA not covered by the By-Laws, Roberts Rules of Order as most recently revised shall be the authority, so far as applicable.

2. **NOTICE.** Notices of all meetings of the LLA shall be given at least five days before the date of such meeting. Notices may be given in any one of the following methods:

a) United States mail;

b) Personal service by placement in the mailbox of each member established in the Office of the Prothonotary of Lycoming County;

c) Published in the Lycoming Reporter;

d) Telefax; or

by email.

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Written notice of each meeting shall state the date, time, and place of the meeting and, except for the Annual Meeting, the purpose of the meeting.

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3. **ANNUAL MEETING.** The LLA shall conduct an annual meeting of the Association for the purpose of electing officers and transacting business of the Association. The Annual Meeting shall take place on the second Monday of January of each year. In the event that the Executive Committee determines that it is in the best interest of the Association, the Executive Committee, by majority vote, can postpone the Annual Meeting, with appropriate notice to members of the LLA, to any alternate date not more than thirty (30) days after the second Monday of January.

At the Annual Meeting, members of the LLA will receive the report of the Nominating Committee, will vote for officers and at large members of the Executive Committee to serve the LLA during the following year, will receive and vote upon the proposed annual budget, will receive financial reports from the Treasurer and a representative of the Lycoming Reporter, and will receive written or oral reports from committees of the LLA, and will conduct such other business as is required.

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All members of the LLA in good standing shall be entitled to vote for the election of officers and at large members of the Executive Committee, and with respect to any other business raised at the Annual Meeting.

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4. **SPECIAL MEETINGS.** In addition to the Annual Meeting, the LLA may hold additional meetings, with appropriate written notice to members, as follows:

- a) By order of the President: The LLA shall hold additional meetings as may be directed by the President.
- b) By order of the Executive Committee: The LLA shall hold additional meetings as may be directed by majority vote of a quorum of the Executive Committee.
- c) By order of the membership: The LLA shall hold additional meetings upon written request for a meeting directed to the President, signed by at least ten percent of the membership of the LLA.

5. **QUORUM.** A quorum at any meeting of the membership of the Association shall consist of twenty (20) members of the Association.

ARTICLE III. OFFICERS. EXECUTIVE COMMITTEE. EXECUTIVE DIRECTOR.

1. **POSITIONS.** The officers of the LLA are the President, President Elect, Secretary, and Treasurer. Each of the Officers of the LLA shall serve on the Executive Committee, along with the Immediate Past President and four at large members.

~~The day-to-day operations of the LLA shall be managed by an Executive Director, employed by the LLA at the discretion of the Executive Committee. The Executive Director is not an officer of the LLA and shall have no voting rights.~~

A. **DUTIES OF THE PRESIDENT.** The President is the Chief Executive Officer of the LLA. The President shall preside at all meetings, shall deliver at the annual meeting an appropriate address, shall carry out such duties as are required of the Office of President by the By-Laws, shall perform such other duties as may from time to time be assigned by the Executive Committee, and shall perform such other functions as are appropriate to the office, subject, however, to the control of the Executive Committee, and the membership of the LLA.

The President shall appoint members to ~~all~~ Committees and shall appoint chairs for those ~~C~~ Committees.

The President may call a meeting of the LLA, or a meeting of the Executive Committee, or a meeting of the chairs of some or all ~~committees~~.

The President shall be elected for a term of one year, or until his or her successor is elected.

B. **DUTIES OF THE PRESIDENT ELECT.** The President Elect shall plan for his or her term as President, make committee appointments to take effect upon commencement of his or her term as President, and perform such other duties as may from time to time be assigned by the President or the Executive Committee. In the event of the absence or disability of the President, the President Elect shall be the acting President.

The President Elect shall assist the President in supervising, monitoring, and coordinating the work of the Standing and Ad Hoc Committees.

The President Elect shall be elected for a term of one year, or until his or her successor is elected.

C. **DUTIES OF THE SECRETARY.** The Secretary shall keep the minutes of all meetings of the LLA and meetings of the Executive Committee, keep a record of the roster of members of the LLA, receive and keep as property of the LLA all of its papers, records, and the like, send and receive correspondence to and from the LLA, and perform such other duties as may from time to time be assigned by the President or Executive Committee.

The Secretary shall be elected for one-two year term or until his or her successor is elected, which will be staggered with the term of the Treasurer. A new Secretary will be elected in each odd numbered year. If the Secretary leaves office before the end of his or her term, the person succeeding to the office of Secretary shall serve to the next scheduled biennial election of the Secretary.

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D. **DUTIES OF THE TREASURER.** The Treasurer shall supervise the safe keeping of the funds and investments of the LLA, and report periodically on the financial condition of the LLA to the Executive Committee and the membership. The Treasurer shall serve as chair of the Finance Committee, and will, together with other members of the committee, prepare the annual budget of the LLA.

The Treasurer shall arrange for the submission of invoices for dues to members of the LLA, remit annual dues to the Pennsylvania Bar Association, and generally collect funds due the LLA and pay all financial obligations of the LLA.

The Treasurer shall perform such other duties as may from time to time be assigned by the President or the Executive Committee.

All funds of the LLA, except funds of the Lycoming Reporter, shall be deposited by the Treasurer in one or more accounts at a financial institution, which accounts must be fully guaranteed by the FDIC, or its equivalent.

Funds shall be used to meet the obligations of the LLA in accordance with the budget and otherwise in such a manner as the Executive Committee shall direct by majority vote at a regularly scheduled Executive Committee Meeting.

The Treasurer shall be elected for one-two year term or until his or her successor is elected, which will be staggered with the term of the Secretary. A new Treasurer will be elected in each even numbered year. If the Treasurer leaves office before the end of his or her term, the person succeeding to the office of Treasurer will serve to the next scheduled biennial election of the Treasurer.

E. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Immediate Past President, President, President Elect, Secretary, Treasurer, and four members to be elected at large. Except as otherwise authorized by these By-Laws, the LLA and its officers shall conduct the business of the LLA only upon the authority of the general membership or of the Executive Committee.

The Executive Committee shall meet monthly for the transaction of business, at such times as its members may determine. The President may convene special meetings of the Executive Committee at such times as the President may determine. Five members shall constitute a quorum of the Executive Committee.

The at-large members of the Executive committee shall be elected for a term of one year, and shall serve until their successors are elected.

F. DUTIES OF EXECUTIVE DIRECTOR. The Executive Director is an employee of LLA, and is responsible for all day-to-day administrative and financial operations of the LLA. The Executive Director shall attend the meetings of the Executive Committee, shall attend the Annual Meeting, shall perform such duties as may be assigned by the Executive Committee, and shall perform such other functions as are appropriate to the office, subject, however, to the control of the Executive Committee, and the membership of the LLA. The Executive Director also supervises any and all clerical staff employed by LLA.

2. **ELECTION OF OFFICERS AND AT LARGE MEMBERS OF THE EXECUTIVE COMMITTEE.** All officers of the Association and members of the Executive Committee will be elected at the Annual Meeting.

Prior to the election at the Annual Meeting, members of the LLA shall receive a report from the Nominating Committee, which report shall include the recommendations of the Nominating Committee for the offices of President, President Elect, Secretary or Treasurer, and for members at-large of the Executive Committee.

The names of all members nominated as officers or at-large members of the Executive Committee by the Nominating Committee shall be placed in nomination by an affirmative vote to approve the report of the Nominating Committee. In addition, members in good standing of the Association may make nominations from the floor.

3. **SUCCESSION OF OFFICERS.** Unless unable to serve or removed from office as provided herein, the President Elect will serve in that office for a period of one year, and then be nominated and elected to serve the following year in the office of President. Unless unable to serve or removed from office as provided herein, the Secretary and Treasurer shall each serve in their respective offices for a period of two years and then serve the

following year in the office of President Elect. Unless unable to serve or removed from office as provided herein, the member at large of the Executive Committee who has served in that position for the longest period will be nominated to serve as either Secretary or Treasurer. Thus, it is anticipated that the Nominating Committee will nominate one new member each year to the Executive Committee as a member at large, and that each member of the Executive Committee will move up in succession by one position, annually.

4. **VACANCIES.** If a vacancy occurs in the office of the President, upon the declaration by majority vote of the Executive Committee that the office is vacant, the President Elect shall assume the vacant office. In the event both the office of President and the office of President Elect become vacant, the next senior member of the Executive Committee, upon the declaration by majority vote of the Executive Committee that the offices are vacant, shall assume the office of President. Likewise, in the event that the office of Treasurer or Secretary becomes vacant, the member at large of the Executive Committee who has served in that office for the longest period shall, upon the declaration by majority vote of the Executive Committee that the office is vacant, assume the vacant office. In the event that a vacancy occurs in the at-large membership of the Executive Committee, the Executive Committee may, by majority vote, choose a member in good standing of the LLA to fill the vacancy.

5. **REMOVAL FROM OFFICE.** In the event that the Executive Committee concludes that an officer of the LLA or other at large member to the Executive Committee is failing to fulfill the duties of the position or for other good cause, that officer or Executive Committee member may be removed from office by an affirmative vote of two-thirds of the members of the Executive Committee. No such removal vote shall be held, however, unless the affected member shall be given written notice of the proposed action at least five days in advance of the meeting, and be given an opportunity to be heard prior to the vote. For like reasons and in a like manner, the Executive Committee may vote to direct the Nominating Committee not to recommend for reelection, at the following Annual Meeting, an officer or member of the Executive Committee.

ARTICLE IV. COMMITTEES

1. **STANDING COMMITTEES.** The Standing Committees of the Association are the Nominating Committee, the Finance Committee, the Bench Bar Committee, and the Customs and Rules Committee.

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A. **NOMINATING COMMITTEE.** The Nominating Committee shall consist of the President of the Lycoming Law Association and not more than four additional persons, none of whom serve on the executive committee, who shall be appointed by the President. The President of the Lycoming Law Association, or his or her designee, shall serve as Chair of the Committee.

Deleted: he Member Services Committee, the Social Committee, and the Committee for Community Involvement.

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The Nominating Committee shall report to the membership at the Annual Meeting, the name of the member or members of the LLA who are recommended for election as President, President Elect, Secretary, Treasurer and at-large members of the Executive Committee. The Committee shall recommend for election officers and Executive Committee members who are scheduled to succeed to the position under the terms of Article III, Section 7, relating to "Succession of Officers." The Nominating Committee shall not have the authority to vary the schedule of succession. If a member of the Executive Committee refuses renomination or is removed from office by the Executive Committee under Article III, Section 8, the Nominating Committee shall recommend for election the individual next appearing in the schedule of succession.

The committee shall also nominate a new member or new members of the Executive Committee as are required to fill vacated positions of the Executive Committee. No one shall be nominated who is not a member in good standing of the LLA. In making such recommendation, the Nominating Committee shall give due regard to the length of active tenure of all proposed nominees within the LLA, their level of activity within the LLA, and any other relevant considerations. Such other considerations may include the need to provide a balance of perspectives from among members of different ages, areas of practice and size of law firm.

B. **FINANCE COMMITTEE.** The Finance Committee shall consist of the Treasurer (acting as chair), the Immediate Past President, President, President Elect and the Editor of the Lycoming Reporter. The Finance Committee will prepare a proposed annual budget, calculated on a calendar year, for approval by the Executive Committee prior to the Annual Meeting. The proposed budget will include recommendations for annual income and expenses by the Association, including dues and assessments from members.

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The proposed annual budget will include a line item for payment of Pennsylvania Bar Association dues, which will be paid on an annual basis by the LLA for all members in good standing of the LLA.

Upon approval of the budget at the Annual Meeting of the LLA, payment of dues and assessments by members of the LLA shall be a condition of membership.

C. **BENCH BAR COMMITTEE.** The Bench Bar Committee will consist of all members of the Bench of the Court of Common Pleas of Lycoming County and such members as may be appointed by the President for the purpose of obtaining a fair cross-section of members of the LLA including but not limited to members of the bar who practice in the following areas: District Attorney's office, Public Defender's office, private criminal, plaintiff's law, defense law, family law, wills and estates, real estate, general practice and commercial. In addition, the President may include representatives of Legal Services and Law Association Committees, as is appropriate. The President will make appointments in an effort to achieve diversity both with regard to areas of practice within the law and gender, race, age, and length of practice.

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The Bench Bar Committee will meet at least quarterly, for the purpose of discussing matters of common interest to the Bench and Bar of Lycoming County.

D. **CUSTOMS AND RULES COMMITTEE.** The Customs and Rules Committee shall undertake the periodic review and update of all Lycoming County Customs of Practice and Lycoming County Local Rules.

The Committee will meet as often as circumstances require, for the purpose of initiating, reviewing, and discussing proposed additions, deletions, and modifications of the Customs of Practice within Lycoming County and the Lycoming County Local Rules.

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2. **OTHER COMMITTEES.** The Executive Committee shall establish and maintain such other committees as are necessary and appropriate to develop and implement programs and projects in service to the members of the LLA, and to develop and implement programs and projects which encourage public awareness and respect for the Rule of Law, or for any other proper purpose.

The Executive Committee shall, annually, review the list of active committees and publish the list to the members, so that members may request membership on a committee.

3. **AD HOC COMMITTEES.** The President may create such ad hoc or special committees that have a limited duration as he or she believes are necessary to address particular issues pertaining to the LLA or its members.

4 **DUTIES OF COMMITTEE CHAIRS.** It is the responsibility of Committee Chairs to attend meetings as required by the President and to organize and manage the functions of their Committees. Committee Chairs are also responsible to report on the activities of their Committees to the Executive Committee and to the General Membership at the Annual Meeting.

Deleted: 6. **MEMBER SERVICES COMMITTEE.** The Member Services Committee shall consist of members of the LLA appointed by the President to develop and implement programs and projects in service to the members of the LLA, including but not limited to Bar History, By-Laws, Continuing Legal Education, Law Practice Management and Technology, the Unauthorized Practice of Law, and the Internet Web site of the LLA. Further, the President may appoint members based upon interests in specific areas of the law, including but not limited to Environmental Law, Estate Planning, Real Estate, and the like.¶ The chairperson of the Member Services Committee may appoint members to specific subcommittees, and may appoint subcommittee chairs.¶

7. **COMMITTEE FOR COMMUNITY INVOLVEMENT.** The Committee for Community Involvement shall consist of members of the LLA appointed by the President to develop and implement programs and projects which encourage public awareness and respect for the Rule of Law, including but not limited to Law Day, Mock Trial, and LLA Publicity.¶ The chairperson of the Committee for Community Involvement may appoint members to specific subcommittees, and may appoint subcommittee chairs.¶

8. **SOCIAL COMMITTEE.** The Social Committee shall consist of members of the LLA appointed by the President to develop and implement social programs for the purpose of fostering positive personal relationships between members of the LLA, including but not limited to the annual dinner and summer picnic.¶ The chairperson of the Social Committee may appoint members to specific subcommittees, and may appoint subcommittee chairs.¶

ARTICLE V. AFFILIATE - LYCOMING REPORTER

The Lycoming Reporter has been established as a weekly legal periodical for the purpose of publishing legal advertisements, court decisions, court notices, and other matters of general interest to the Bar. The Editor of the Lycoming Reporter shall be appointed by majority vote of the Executive Committee. The Editor of the Lycoming Reporter shall manage the day to day operations of the Lycoming Reporter. The Editor of the Lycoming Reporter shall receive remuneration for services as the Executive Committee may set by majority vote.

With consent by majority vote of the Executive Committee, the Editor of the Lycoming Reporter may enter into contracts and hire employees and independent contractors as may be required from time to time for the efficient publication of the Lycoming Reporter.

All receipts from publication of the Lycoming Reporter shall be deposited by the Editor in an account in a financial institution insured by the FDIC, or its equivalent. All funds of the Lycoming Reporter shall be subject to ultimate control by the Executive Committee.

The Editor and other employees or agents of the Lycoming Reporter may be bonded with such security as the Executive Committee may determine.

Deleted: ARTICLE V.

Deleted: ¶ In addition to the standing committees required by these By-Laws, the President may create such ad hoc committees as the President believes necessary to carry out the purposes of the Association. Committee members and chairs shall be selected by the Presidents.

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ARTICLE VI. INDEMNIFICATION

The LLA shall indemnify an officer, at large member of the Executive Committee, or other authorized representative of the LLA against any loss or claim incurred if the loss or claim occurred by reason of the fact that such person is or was serving as an officer, at large member of the Executive Committee, or other authorized representative of the LLA, including but not limited to claims or losses resulting from actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence, or act giving rise to strict or products liability, except where such indemnification is expressly prohibited by applicable law or where the conduct of the indemnified representative has been determined to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S. §8365(b) or any superseding provision of law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct.

The indemnification established by this Article shall be extended to all offices of the LLA and all at large members of the Executive Committee. Further, the indemnity established by this Section may be extended to any member in good standing of the LLA or member of the paid staff of the LLA if the indemnification is approved by a majority vote of the Executive Committee.

Notwithstanding any other provision of this Article, the LLA shall not indemnify any officer, at large member of the Executive Committee, or other person for any liability incurred in a proceeding initiated by the person seeking indemnification unless the proceeding initiated is approved by majority vote of the Executive Committee before or after its commencement.

Indemnification under this Article shall be made by the Association unless a determination is reasonably made that the indemnification is not proper under the circumstances pursuant to these By-Laws or applicable law. Such determination may only be made by majority vote of the Executive Committee.

ARTICLE VII. AMENDMENT

These By-Laws may be amended by an affirmative vote of a majority vote of a quorum of the members of the LLA, at a regularly scheduled meeting, provided that notice of the proposed Amendment is given to the members of the LLA together with the written notice of the meeting.

MEMORANDUM

To: Lycoming Law Association Members
From: Ad Hoc Committee on By-Laws Revisions
Date: December 10, 2007
Subject: Proposed Lycoming Law Association By-Laws Revisions

The Committee has proposed the following revisions to the current by-laws of the Association, which were approved by the membership on January 8, 2001:

1. **Email.** Notice of meetings may be given by email. [Article II. 2. e]
2. **Executive Director Position.** When the by-laws were last amended, the position of Executive Director was not in existence. The by-laws will now recognize the position. The Executive Director is not an officer or member of the Executive Committee of the Association, and has no voting rights. The Executive Director will serve at the pleasure of the Executive Committee and will manage the day to day operations of the Association. The Executive Director will attend the Annual Meeting, Executive Committee meetings and various other committee meetings, as required, and will perform such duties as directed by the Executive Committee. [Article III. 1. and 1. F.]
3. **Committees.** The 2001 revisions to the by-laws established seven standing committees, with many of the traditional committees of the Association falling within the Member Services Committee or the Committee for Community Involvement standing committees. In practice the approach suggested by the establishment of these two standing committees, that they serve as umbrella committees for a number of sub-committees, never worked. Rather, the various committees continued to meet and perform their responsibilities independently, without supervision of the umbrella committees or their Chairs.

In many respects, the function envisioned for the Chairs of the umbrella committees has been assumed by the Executive Director - to monitor and supervise the activities and reporting of the various committees of the Association. The continued existence of the two umbrella standing committees is viewed as unnecessary.

The recommendation is that the Association continue to maintain four standing committees - Nominating, Finance, Bench Bar and Customs and Rules. All other committees will be established and maintained by the Executive Committee, as has traditionally been the case in the Association's history.

The revision of the by-laws is not intended to eliminate any committees currently maintained by the Association, but rather to allow for more flexibility in the establishment of committees that meet the developing needs of the Association and its members. Indeed, the current by-law scheme, which refers to those committees in existence at the time of the previous by-law revision, but not to more recently established committees, seems to suggest the need to amend the by-laws periodically to list the currently operating committees. This is unwieldy and unnecessary.

The revisions will allow the Executive Committee to continue or establish committees as appropriate. The list of committees will be published at the beginning of the year so that Association members may request membership on committees. [Article IV.1 & 2]

4. **Ad Hoc Committees.** The President's authority to create ad hoc committees is maintained. The circumstances where the creation of ad hoc committees is appropriate is defined. [Article IV. 3.]
5. **Duties of Committee Chairs.** The duties of committee Chairs are delineated. [Article IV. 4.]