

BYLAWS OF THE PENNSYLVANIA ASSOCIATION OF BAR EXECUTIVES

ARTICLE I NAME

The name of this Association shall be the "Pennsylvania Association of Bar Executives" (P.A.B.E.).

ARTICLE II PURPOSES

The purposes of the Association are: to provide a forum for the mutual interchange of ideas which will facilitate the administration of organized bar activities; to provide information which will assist in the introduction of modern methods of office management and business administration in the operation of bar association offices; to secure a closer coordination of activities of bar associations; to conduct surveys among members of the Association on various aspects of bar association operations and activities; to stimulate the work and activities of bar associations in general; and to develop a cordial relationship, spirit of unity, and common understanding among bar executives.

ARTICLE III MEMBERSHIP

Section 1. **Classes of Membership and Privileges**

There shall be the following classes of members in the Association:

- (a) **Regular Member.** Any member of the staff in an executive capacity of a bar association or lawyer membership organization within the Commonwealth of Pennsylvania shall be eligible to be a Regular Member of the Association. *All Regular Members of the Association shall have the right to attend all meetings of the Association, to participate in all programs and activities sponsored by the Association and to vote.*
- (b) **Associate Member.** The Executive Committee shall have the power to grant Associate Membership in the Association to such persons as the Executive Committee, in its discretion, may decide would benefit from or assist the Association by such participation. Such participants shall not have any voting rights and shall not be deemed to be members of the Association but shall have only such rights and privileges as the Executive Committee shall expressly grant them.
- **Honorary Member:** Retired former Regular Members shall be automatically granted such status. Honorary Members shall not have voting rights and shall

only be permitted to attend or participate in meetings and programs to which the Executive Committee specifically invites them.

Section 2. Dues

The Treasurer shall invoice annual dues for membership near the first day of January each year and the amount thereof shall be set by the Executive Committee.

The Executive Committee shall have full power to adjust the amount of dues. However, the Executive Committee may not increase the dues in an amount to exceed twenty-five percent (25%) of the previous year's dues without the prior approval of two-thirds (2/3) of the members qualified to vote who are present at any duly held meeting of the Association, if provided notice of the proposed increase has been given in a notice of the meeting.

Section 3. Termination of Membership

A member may resign from the Association by written notice to the President at any time. Any member, whose dues are not paid within sixty (60) days of the date due, will be sent a reminder notice giving them ten (10) days to pay dues. Failure to pay dues will result in termination of membership. Upon any subsequent reapplication for membership by a person expelled from the Association for failure to pay dues, the Executive Committee may determine the requirement, if any, for payment of a reinstatement fee prior to acting on the reapplication.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meetings and Regular Meetings

The Annual Meeting shall be held in the fall of each year at a location, date, and time determined by the Executive Committee. There will be at least one Regular Meeting in addition to the Annual Meeting of the Association to be held at a place and date to be fixed by the Executive Committee. These meetings need not be held in conjunction with a meeting of any other organization. Meetings may be held in-person or via remote/electronic/telephonic platforms.

Section 2. Special Meetings

Special Meetings may be held on dates and locations determined by the Executive Committee. No business shall be transacted at a Special Meeting other than that specified in the notice thereof.

Section 3. Quorum

Meetings of the Association shall have the presence of one-third (1/3) of the Regular Members of the Association. This constitutes a quorum for the transaction of business.

Section 4. Organization

When there is a meeting of members, the President, or in their absence, the Vice President, shall act as Chair of the meeting. The Secretary, or in their absence, such

other person designated by the Chair of the meeting, shall act as Secretary of the meeting.

Section 5. **Conduct**

Except as otherwise provided in the Bylaws, all meetings of members shall be conducted in conformity with *Robert's Rules of Order*, Newly Revised, as amended from time to time.

Section 6. **Notice**

Written notice of the Annual, Regular and all Special Meetings of the members shall be distributed to each member not more than sixty (60) nor less than ten (10) days prior to the date of the meeting.

Such written notices shall state the location, date, and hour of the meeting, and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given whether via United States mail, postage prepaid, and directed to the member at his address as it appears on the records of the Association or, if possible, by the electronic means of e-mail transmittals.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. **Powers and Duties**

The Executive Committee shall be responsible for and shall have all power necessary for the internal management of the affairs of the Association following policy set by the membership of the Association. Executive Committee members shall serve in the capacity of directors as that term is used in *Robert's Rules of Order*, *Newly Revised*.

Section 2. **Number**

The Executive Committee shall consist of four (4) members. (Listed below in Section 3)

Section 3. **Office and Term**

The persons holding the following positions shall serve as Executive Committee members by virtue of and for so long as they hold such positions: President, Vice President, Secretary and Treasurer.

ARTICLE VI OFFICERS

Section 1. **Elected Officers**

The Elected Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be elected by the members at the Annual Meeting as provided hereinafter.

Section 2. Qualifications and Terms of Office

The Elected Officers must be Regular Members of the Association. The term of the President, Vice President and Secretary shall be a single term of two (2) years, commencing January 1 next following their election to office. The term of the Treasurer shall be four (4) years, commencing January 1 next following their election to office. The Treasurer may serve more than one term.

Section 3. Resignation

An officer may resign with or without a stated reason at any time by giving written notice thereof to the Executive Committee or the President. Such resignation shall take effect at the time specified therein, or, if no time be specified, then on delivery. In the event of a vacancy in the office of either the President or the Vice President, the remaining officers, with the exception of the Treasurer, will move forward in the order of succession, serving in their new positions for the remainder of the calendar year in which the vacancy occurred and then each serving a full two-year term in that new office. A vacancy in the office of the Secretary will be filled by vote of the Executive Committee, with the appointee to serve only the remainder of the calendar year in which the vacancy occurred; the appointed Secretary would be fully eligible to serve a subsequent full two-year term if so elected. A vacancy in the office of the Treasurer will be filled by vote of the Executive Committee, with the appointee to serve only the remainder of the calendar year in which the vacancy occurred; the appointed Treasurer would be fully eligible to serve a subsequent full four-year term, if so elected.

Section 4. Removal and Suspension

Any Elected Officer may be removed only by vote of the members of the Association entitled to vote, but the authority of any Elected Officer to act as such may be suspended by the Executive Committee for cause. Prior to the removal or suspension of any officer hereunder, such officer shall be afforded a reasonable opportunity to be heard.

Section 5. President

The President shall act as the Chief Executive Officer of the Association, and it shall be their responsibility to supervise the management of the affairs of the Association subject to the discretion of the Executive Committee. The President shall also perform such other duties as may be assigned by the Executive Committee. The President shall be a member of any committees except the Nominating Committee and shall be entitled to notice of any vote at Committee Meetings, but their absence shall not be counted for the purpose of determining a quorum at Committee Meetings. The President shall announce the appointment of Standing and Special Committees no later than one (1) month after they assume the duties of President, and on an as needed basis.

Section 6. Vice President

The Vice President shall preside at all meetings of the Association or the Executive Committee in the absence of the President. The Vice President shall perform such other duties as may be assigned by the President or by the Executive Committee and/or are listed in the Operations Manual.

Section 7. Secretary

It shall be the duty of the Secretary to act as secretary of all meetings of the Executive Committee, and to cause the minutes of all such meetings to be kept; to see that all notices required by the Association are duly given and served, and to perform such other duties as usually pertain to such office or as may be assigned by the Executive Committee and/or are listed in the Operations Manual.

Section 8. Treasurer

The Treasurer of the Association shall be the Chief Financial and Accounting Officer of the Association and shall perform or cause to be performed such duties as the Executive Committee may assign and/or are listed in the Operations Manual, and shall perform such other duties as usually pertain to such office, including the membership list and collected dues.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominating Committee

There shall be a Nominating Committee consisting of the Immediate Past President of the Association, who shall serve as chair, and at least two (2) Regular Members appointed by the President. If the Immediate Past President is no longer a Regular Member, the position of chair shall pass to the most recent past president who is still a Regular Member and not currently an officer. If no such Regular Member qualifies, the Executive Committee shall appoint a Regular Member to serve as chair.

By September 1 of each election year, the Nominating Committee shall prepare and mail/email a report containing the names of one (1) or more candidates for the offices of President, Vice President, Secretary and Treasurer. This report shall be distributed to each Regular Member of the Association. Additional nominations for any position may be made by submitting to the Chair of the Nominating Committee by written petition signed by at least two (2) Regular Members of the Association no later than September 30 of the election year.

Section 2. Uncontested Elections

Unopposed candidates shall be elected by motion at the Annual Meeting.

Section 3. Contested Elections

In the event of contested elections, the Chair shall send a written/electronic ballot(s) to each member of the Association. Such ballots shall contain the names of the candidates for each position, listed in alphabetical order. All voting will be done no later than one (1) week prior to the meeting. The ballots will be opened/monitored by the Chair with the two Regular Members serving on the Nominating Committee prior to the day of the annual meeting, and results will be kept confidential until the announcement is made. In the event of a tie, the contest will be decided by the majority of members present at the meeting.

ARTICLE VIII COMMITTEES

Section 1. Committees of the Association

The Executive Committee, upon the recommendation of the President, may from time to time create committees of the Association. The members of these committees shall be appointed by the President. The members of the committees of the Association can be Executive Committee members or Regular Members and/or Associate Members of the Association. Committees of the Association shall only have such power and duties as are specifically delegated to them by the Executive Committee.

Section 2. Meetings

Meetings of all committees shall be held at such time and place as shall be fixed by the President, the Chair of the Committee, or by vote of the committee. Notice of Committee Meetings shall be given orally, by mail, or electronic transmittals, and shall state the purposes, time, and place of the meeting.

Section 3. Quorum and Manner of Acting

Unless otherwise provided by resolution of the Executive Committee or these Bylaws, each committee shall establish rules specifying what shall constitute a quorum for the transaction of business. Action by any committee shall be authorized by a majority of the votes cast at any meeting at which a quorum is present. Any action taken by a committee shall mean action to be taken at a meeting of the committee.

Section 4. Tenure of Members of Committees

Every member of every committee of the Association shall serve at the pleasure of the President.

ARTICLE IX FINANCES

Section 1. Fiscal Year and Budget

The Fiscal year of the Association shall commence on January 1st of each year and shall end on December 31st of each year unless otherwise authorized by the Executive Committee. The Executive Committee shall not adopt a budget exceeding annual income plus accumulated income, except as authorized by the membership. The Executive Committee shall present at the Annual Meeting an Annual Report verified by the President and Treasurer. The Annual Report shall be filed with the records of the Association and either a copy or an abstract thereof entered in the minutes of the Annual Meeting.

ARTICLE X DISSOLUTION OF THE ASSOCIATION

In the event that the Association is dissolved, its assets and/or current earnings may not be transferred to or inure to the benefit of any member or other private person, but shall

be paid over to a charitable, non-profit organization to be determined by a vote of the Association.

ARTICLE XI MISCELLANEOUS

Section 1. Readings

Article and Section titles and captions contained in these Bylaws are inserted only as a convenience and for reference, and in no way define, limit, or extend the intent of any provision hereof.

ARTICLE XII AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Regular Members present at any Annual or Special Meeting, provided that the ten-day written notice of call of the meeting shall set forth the text of any proposed amendment. Unless otherwise provided, an amendment of the Bylaws shall become effective at the adjournment of the Annual Meeting or other meeting at which the amendment is adopted.

ARTICLE XIII EFFECTIVE DATE

The effective date of these Bylaws shall be October 1, 1985.
Amended May 15, 1987
Amended May 2, 1996
Amended October 6, 2007
Amended May 12, 2016
Amended June 1, 2023