

**HIGHLIGHTS OF
PROPOSED CHANGES TO PHILADELPHIA BAR ASSOCIATION BYLAWS**

The primary purposes of these bylaws revisions – the product of a two-year effort initiated in 2016 by then-chancellor Gaetan Alfano and the first set of comprehensive revisions in over 25 years— are to: (1) conform bylaws to existing practices and procedures which sometimes deviate from the status quo; (2) bring the Association into the 21st century by acknowledging the impact of technology on the way in which the Association conducts its affairs; (3) strengthen the Association’s commitment to diversity and inclusion; and (4) maximize efficiency in the association’s decision-making and operations.

Among the highlights of those changes are as follows:

Subject	Existing provision	Changes
Simplifying categories of membership	Art. 1: Existing categories include “regular” member, “associate member,” senior member, law student member and honorary member.	2.1.1: Limited to two categories: voting members and non-voting members (with no impact on bar association’s ability to classify subcategories for dues purposes); Nonvoting members may not vote and may not serve as officers or board members. 2.1.2.2 and 2.1.2.3: Judges and honorary members are deemed voting members with all rights thereof (including the right to serve on the Board), except the right to serve as officers
Broadening membership	Art. I, Sec. 110A: Regular members are limited to those who are members of the Pa. bar, E.D.Pa. bar or Third Circuit bar, or have an office or principal practice in Philadelphia or are employed here or affiliated with a law school within 100 miles of Philadelphia. All other attorney members are classified as associate members without the right to vote.	2.1.2.1: Members need not be residents of Philadelphia or even have their primary office here, as long as they fit within the broad (ABA) definition of attorneys who passed the bar of their respective jurisdiction. While we don’t expect many attorneys from outside of this area to join, we don’t want to preclude them from doing so. 2.1.3.1: adds association employees; employees of other bar associations; vendor personnel and others with an interest in the profession to join as non-voting members

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Clarifying role of the Chancellor	Section 201: Limited description of Chancellor’s role	3.2 and 11.3.2: clarifies existing practice that Chancellor is the principal spokesperson for the association
Updated roles of Secretary and Treasurer	Sections 204 and 205: Describes role in ways that are inconsistent with current practice	3.5 and 3.6: Describes roles in ways that conform to current practice
Streamlined composition of the Board	<p>Section 208: The current bylaws are silent as to whether the Diversity Chair sits on the Board</p> <p>208.A.8: law school deans are to designate a representative to sit on the board (In actual practice, this provision has not been performed)</p> <p>208.A.3 Immediate past chair of the Board remains on as a voting member</p> <p>208B chancellor prior to the immediate past chancellor is a non-voting member of the Board, as are the editors of the Philadelphia Lawyer and the Philadelphia Bar Reporter</p>	<p>3.9.1.7: Diversity Chair is a member of the Board</p> <p>Law school deans no longer are represented on the Board</p> <p>Immediate past chair of the Board is no longer a voting member of the Board</p> <p>Chancellor prior to the immediate past chancellor and the editors of the Philadelphia Lawyer and the Philadelphia Bar Reporter are no longer on the board, but the editors are “invited guests,” as will be the president of the Philadelphia Association of Paralegals, the Greater Philadelphia Legal Marketing Association and the NALS of Philadelphia (formerly the Philadelphia Legal Secretaries Assn.)</p>
Oath of Office	There currently is no oath or affirmation requirement	3.10.1: all members of the Board are to subscribe to an oath to be prescribed by the Board in order to acknowledge their duties and responsibilities in a more formal manner

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Technology	<p>210B: Presence in person required to be part of a quorum</p> <p>210C: written consents must be signed and filed with the secretary</p> <p>214C: provides for “written” notice by mail, email, fax, express mail or courier</p>	<p>3.11.3: Board members may participate by telephone or other electronic technology and would be counted in a quorum</p> <p>3.11.4: consents follow the provisions of 15 Pa.C.S. §102</p> <p>3.15.6.2: provides for fax, email or other electronic communication</p> <p>1.3.10: defines “publish” as through electronic media</p>
Powers of the Board clarified	211: general charge of business and affairs of the association	<p>3.12.1.1: Board’s powers are co-extensive with those granted under 15 Pa.C.S. §5502, except as powers are reserved to members or otherwise limited in the bylaws</p> <p>3.12.1: Board has authority to interpret the provisions of the bylaws</p> <p>3.12.1.2: Agreements entered outside the normal course of the association’s business require the prior approval of the board</p>
Composition of Cabinet	213: The vice chair of the board is not currently part of the cabinet, absent additional appointment by the chancellor, nor is the YLD chair-elect and the Diversity Chair	3.14: adds the vice chair of the board, the YLD chair-elect and the Diversity Chair to the cabinet
Meetings of the Board	214A: no minimum number of meetings is specified	3.15.1: at least 6 regular meetings are required each year
Diversity and Inclusion Requirement	Currently implemented but not reflected in bylaws	3.18: added to bylaws, consistent with existing practice

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Long Range Advisory Council	217: currently required by bylaws but not implemented (although comparable initiatives have been implemented under different names)	Not mandated
Parliamentary rules relaxed	305: Robert's Rules of Order govern matters not otherwise dictated by bylaws	4.5: Board may adopt alternate procedures; otherwise Robert's Rules govern
Elections Committee streamlined	400: at least 10 members, including secretary Member of elections committee may not be a candidate in the year of service on the committee Silent as to whether a member of the committee may sign a candidate's nominating petition	5.3.1: between 5-10 members, not including secretary Clarifies that if a member of elections committee declines to accept his or her appointment, that person may run for office that year Clarifies that a member of the committee may sign one or more nominating petitions
Voting interference	406: silent as to what would happen in the event of an internet outage or similar circumstance	5.8.4: the three chancellors may extend the period for voting if circumstances make voting impossible for part of the voting period
Role of Judge of Elections clarified	407: Judge of Elections resolves disputes regarding the validity of any vote cast; unclear whether his or her authority is broader than that	5.9: Judge of Elections also rules on the right to vote and claims of infringement of right to vote, but nothing more
Indemnification clarified	504: simple indemnification clause	6.5: more comprehensive indemnification section, to eliminate uncertainty as to breadth of indemnification
Greater diversity in composition of Judicial Selection Commission	602: U.S. Attorney for the Eastern District is an ex officio member; only one representative from the Criminal Justice Section is a member; no representative	7.3.2: The size of the commission has increased from 30 to 35 persons. The U.S. Attorney no longer is a member; Pa. Attorney General is a member. A second representative of the Criminal Justice Section may be added, so that

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	of the Business Law Section is on the commission. The District Attorney, City Solicitor and Chief Defender were required to participate personally, rather than through a representative.	<p>one representative is a prosecutor and one is a defense attorney. The chairs of the Public Interest Section and the Appellate Courts Committee have been added. A litigator from the Business Law Section has been added. The LGBT rights committee co-chair has been added. Co-chair of Women in the Profession Committee has been substituted for Women's Rights Committee. SABA representative has been added.</p> <p>7.3.2.3: The District Attorney, City Solicitor and Chief Defender may appoint representatives to appear on their behalf.</p>
Judicial poll broadened	603B1: judicial poll is directed to members of the Philadelphia Bar	7.4.2.1: judicial poll is directed to licensed Pennsylvania attorneys identified by the Commission
Committee meetings specified	704: Committees shall meet from time to time	8.5.1: at least two meetings per calendar year
YLD age limit increased	805: under 37 years of age, or out of law school up to three years	9.6: under 40 years of age, or out of law school up to three years
Section funds clarified	Implicit but not stated that funds raised by sections belong to the association	10.4.4: clarifies that funds raised by or allocated to a section are funds of the association

Note that the Sections have been reorganized alphabetically, so the deletion and addition of section descriptions should not be misinterpreted. In addition, the definitions section of the bylaws has been moved into the body of the bylaws, although not changed in substance.