

**BY-LAWS OF THE YOUNG LAWYERS DIVISION OF THE
PENNSYLVANIA BAR ASSOCIATION**

ARTICLE I

NAME AND PURPOSE

1. This Division shall be known as the Young Lawyers Division (hereinafter “YLD”) of the Pennsylvania Bar Association (hereinafter “PBA”).
2. The purpose of the YLD shall be:
 - (a) To organize the young lawyer members of the PBA, including law students, so that they may cooperate for the betterment of the profession and for the advancement of the objectives and works of the PBA and YLD;
 - (b) To provide educational and service programs encouraging the professional development of young lawyers;
 - (c) To provide a medium to resolve problems and meet obligations of the members of the YLD and to advise the PBA of the needs and opinions of YLD members;
 - (d) To provide guidance and leadership to young lawyers for the organization, development, and creation of public service programs;
 - (e) To encourage young lawyers to represent deserving clients on a pro bono basis;
 - (f) To assist in promoting worthwhile organizations that provide legal services on a pro bono basis;
 - (g) To support young lawyers’ efforts in promoting justice and improving the quality of the legal system; and
 - (h) To provide organizational and programming assistance and support, where necessary, to young lawyer organizations in the sixty-seven (67) counties of Pennsylvania.

ARTICLE II

MEMBERSHIP

1. The membership of the YLD shall consist of all members of the PBA as defined in Sections 2 and 3 hereof. All law students attending a Pennsylvania law school or who are residents of the Commonwealth of Pennsylvania, who make application, shall be non-voting members of the YLD.
2. A person shall automatically become a member of the YLD upon becoming a member of the PBA, provided that at such time, the person either has not yet attained the age of thirty-eight (38) years or if such person has attained the age of thirty-eight (38) years and was not first admitted to the practice of law in any jurisdiction more than five (5) years prior thereto. The membership of an enrolled member of the YLD shall terminate at the conclusion of the Annual Meeting of the YLD next after such member attains the age of thirty-eight (38) years or at the conclusion of the Annual Meeting of the YLD next after the fifth anniversary of such member's first admission to the practice of law in any jurisdiction, whichever event shall be the later to occur; provided, however, that the membership of the enrolled member of the YLD shall terminate immediately upon his or her ceasing to be a member of the PBA. A member of the YLD whose membership is terminated because he or she attains the age of thirty-eight (38) years or passes the fifth anniversary of his or her first admission to practice, whichever shall last occur, shall, thereafter, be entitled to attend meetings and events of the YLD but not to vote or to hold office.
3. The Immediate Past Chairperson of the YLD, regardless of the requirements of Section 2 of this Article, shall continue to be a member of the YLD until the conclusion of the Annual Meeting of the YLD next after the expiration of his or her term of office as Chairperson of the YLD, so long as such person remains a member of the Board of Governors of the PBA.
4. In the event that the YLD adopts annual membership dues or dues of any nature, payment of such dues shall not be a prerequisite to membership in the YLD except that only dues paying members shall be eligible to vote or hold office.

ARTICLE III OFFICERS

1. The Officers of the YLD shall be a Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary, Treasurer, the YLD Delegate to the PBA House of Delegates (hereinafter “Division Delegate”), and the American Bar Association Young Lawyers Division (hereinafter “ABA/YLD”) Representative.
2.
 - (a) The Chairperson-Elect, Secretary, Treasurer and Division Delegate shall be nominated and elected as provided for under these By-laws. The Chairperson-Elect from the previous year shall automatically succeed to the Office of the Chairperson upon the expiration of the latter’s term of office, and the Chairperson from the previous year shall automatically succeed to the office of the Immediate Past Chairperson.
 - (b) The Chairperson shall hold office for a term beginning at the close of the PBA Annual Meeting next following the PBA Annual Meeting at which he or she was elected to the office of Chairperson-Elect. The Chairperson-Elect, Secretary and Treasurer shall hold office for a term beginning at the close of the PBA Annual Meeting at which each of them was elected. The Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary and Treasurer shall continue in their respective offices until the close of the PBA Annual Meeting next after their election, or until thereafter their successors shall have been elected and qualified. The Division Delegate shall hold office for a term beginning at the close of the PBA Annual Meeting at which said Division Delegate was elected and shall continue in such office until the close of the second PBA Annual Meeting following the election of the Division Delegate or until a successor shall have been elected or qualified.
 - (c) In the event the Chairperson is unable for any reason, to carry out the duties of such office or shall resign therefrom, the Chairperson-Elect shall automatically become the Chairperson of the YLD. He or she shall serve the balance of the remaining term of the previous Chairperson and shall, if he or she so elects, qualify to serve the succeeding term as Chairperson to which he or she would have succeeded pursuant to Subsection (a) above. If such person should not elect to serve the said succeeding term as Chairperson, he or she shall so inform the Chairperson of the Nominating Committee immediately upon the designation of said Chairperson, in which event there shall be nominations for an election for the office of Chairperson in the same manner as nominations and election for the office of Chairperson-Elect, the person so elected Chairperson to serve for a term beginning with the close of the PBA Annual Meeting at which such person is elected, continuing in office until the close of the next succeeding PBA Annual Meeting or until thereafter as his or her successor shall have been elected and qualified.
 - (d) In the event the Chairperson-Elect, Secretary, Treasurer or Division Delegate is unable, for any reason to carry out the duties of such office or shall resign therefrom, the Chairperson shall succeed to the duties of such person or persons until the next meeting of the YLD Executive Council, at which time a replacement, if necessary, for the unexpired term of such officer, shall be elected by a majority of the YLD Executive Council members then present.

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS

1. At least sixty (60) days prior to each Annual Meeting of the YLD, the Chairperson of the YLD shall appoint a Nominating Committee consisting of three (3) members of the YLD who are not officers and each of whom comes from a different Zone. He or she shall then designate one (1) of the members of the Nominating Committee as its Chairperson.
2. The Nominating Committee shall nominate at least one (1) candidate for each of the following offices: Chairperson-Elect, Secretary, Treasurer and Division Delegate to succeed those whose terms will expire at the close of the next PBA Annual Meeting. The report of the Nominating Committee, together with a brief biographical sketch of the background and qualifications of each candidate, shall be issued in writing to all members of the YLD at least forty-five (45) days prior to the first day of the PBA Annual Meeting, at which the elections will take place, by either of the following methods: (1) by publication in any official PBA publication or YLD Newsletter, if published and mailed at least forty-five (45) days prior to the first day of such Annual Meeting, or (2) by separate mailing to all YLD members, mailed at least forty-five (45) days prior to the first day of such Annual Meeting. Said report shall also describe generally the procedures for seeking nomination by a petition as provided by these By-laws and state the location where a copy of these By-laws may be obtained.
3. A nominee for the office of Chairperson-Elect, Secretary, Treasurer or Division Delegate shall have been a member of the YLD for at least twelve (12) months preceding the date of the election meeting; and shall have attended and registered with the YLD at not less than two (2) meetings of the YLD within the thirteen (13) months immediately preceding the election meeting, provided, however, that at least one (1) of the two (2) such meetings attended must have been either the Annual Meeting or Midyear Meeting of the YLD. Unless otherwise permitted by resolution of the YLD Executive Council prior to the date of the election, no person shall be eligible for the position of Chairperson-Elect who shall not have served at least one (1) term on the YLD Executive Council as of the close of the Annual Meeting during which the election takes place. A person may be nominated for the office of Chairperson-Elect, Secretary, Treasurer or Division Delegate if he or she is an eligible member of the YLD on the day of the election to their term of office. An officer may fulfill their term of office regardless of age, and for this purpose, the term of office of the Chairperson-Elect shall be deemed to include the term of office of such person as Chairperson, to which such person will automatically succeed as per Article III, Section 2, Subsection (a) of these By-laws.

4. Additional nominations for any office except that of Chairperson may be made only by means of nominating petitions prepared and submitted in accordance with the following requirements.
 - (a) Each petition shall be endorsed by at least fifteen (15) members of the YLD;
 - (b) Each petition shall be accompanied by a brief biographical sketch of the background and qualifications of the candidate;
 - (c) Each petition must be received by the Chairperson of the Nominating Committee at least thirty (30) days prior to the first day of the Annual Meeting. Petitions which do not fulfill the requirements of this Section will not be reported out by the Nominating Committee.
5. If petitions have been received by the Nominating Committee in accordance with the provisions of Section 4 hereof, the Chairperson of said Committee shall so notify all candidates who were chosen by the Nominating Committee by letter, mailed at least fifteen (15) days prior to the first day of the Annual Meeting. Said letter shall inform said candidates of the names of the candidates nominated by petition and contain a copy of each of the biographical sketches which accompanied the petitions.
6. The Division Delegate shall be nominated and elected in the same manner as the Secretary and Treasurer of the YLD, in those years in which a Division Delegate is to be elected. No person shall be eligible to be a Division Delegate who is otherwise a House of Delegates member. In the event that a Division Delegate shall become during the term thereof a member of the House of Delegates in another capacity, such person shall cease to be the Division Delegate in which event the vacancy shall be filled as provided in Article III, Section 2, Subsection (d).
7. The election of officers shall be held at the Annual Meeting of the YLD.
8. The ABA District Representative shall be elected every even year as follows, pursuant to the election procedures attached to these By-laws, by majority vote of all ABA Affiliates in the Commonwealth of Pennsylvania. In each such election year, at least thirty days prior to the PBA Annual Meeting the ABA District Representative shall provide each Affiliate with a ballot listing candidates for that office. Each affiliate shall cast one ballot and shall return the ballot to the ABA District Representative before the PBA Annual Meeting. The ABA District Representative shall report the results of the election at the YLD Annual Meeting.
9. Other than the Chairperson acting under Article III, Section 2, Subsection (d), no person may simultaneously hold more than one Officer position.

ARTICLE V

DUTIES AND POWERS OF OFFICERS

1. The officers shall have general supervision and control, in conjunction with the YLD Executive Council as set forth in Article VI, over the affairs of the YLD and shall act on behalf of the YLD between meetings of the YLD, subject to the provisions of the By-laws of the PBA and the By-laws of the YLD. All binding action of the Officers shall be by a majority vote of the Officers. In the event of a tie vote, the vote of the Chairperson or acting Chairperson shall control. Members of the Officers must be present at a meeting of the officers to vote. Notwithstanding the foregoing, meetings of the Officers may be held by means of a conference telephone call.
2. The Chairperson shall have the following duties:
 - (a) Preside at all meetings of the YLD, the Officers and the YLD Executive Council;
 - (b) Formulate and present at each Annual Meeting of the PBA a report of the activities of the YLD during the preceding year;
 - (c) Set the overall policy of the PBA/YLD including the formulation and monitoring of the various committees and programs and otherwise oversee the coordination of all activities of the YLD; and
 - (d) Perform such other duties as pertain to his or her office.
3. The Chairperson-Elect shall have the following duties:
 - (a) Assist the Chairperson in the carrying out of the Chairperson's duties;
 - (b) Appoint, at the request and direction of the Chairperson, all committee members, committee Chairpersons, Zone Chairpersons, County Delegates and the YLD Parliamentarian, which appointments will take effect immediately following the close of the Annual Meeting of the YLD;
 - (c) Assume the office of Chairperson of the YLD if called upon to do so pursuant to Article III, Section 2, Subsection C of these By-laws or, during the disability of the Chairperson or upon his or her refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson so long as such disability or refusal to act continues.
4. The Secretary shall have the following duties:
 - (a) Maintain custody of all records, papers, documents and such other property of the YLD as may be placed in his or her custody by the Officers;
 - (b) Keep a true record of the proceedings and the members in attendance at all meetings of the YLD, the Officers and the YLD Executive Council;

- (c) Assist the Chairperson in preparing the Report referred to in Article V, Section 2, Subsection (b);
 - (d) Perform such other duties as may be designated by the Chairperson or the Officers;
 - (e) Upon the death, resignation, or during the disability of the Chairperson and Chairperson-Elect, or upon their refusal to act, perform the duties of the Chairperson for the remainder of the term of the Chairperson or Chairperson-Elect, except in the case of the disability of the Chairperson or Chairperson-Elect and then only during so much of the term as the disability of the Chairperson and Chairperson-Elect shall continue.
5. The Treasurer shall perform the following duties:
- (a) Supervise the receipts, disbursements, books and accounts of the YLD;
 - (b) Review the entry into the books of the YLD, all receipts and disbursements so that such books are current and open to inspection by any member of the YLD;
 - (c) Review the collection or arrange for the collection and holding of any and all money due or payable to the YLD, including any annual membership dues as may be adopted by the YLD;
 - (d) Review such disbursements as are authorized by the Chairperson or the Officers consistent with the By-laws of the PBA and these By-laws;
 - (e) Submit such report at each meeting of the YLD as may be directed by the Chairperson; and
 - (f) Formulate a proposed budget to be presented to the Officers, provide an update of the financial condition of the YLD from time to time, and promote fundraising activities of the YLD.
6. The Division Delegate of the PBA shall carry out the obligations and duties as a delegate to that body as provided in the By-laws of the PBA and shall carry out such responsibilities in the best interest of the YLD and as directed by the YLD or the YLD Executive Council. The Division Delegate shall be a liaison between the YLD and the Young Lawyer Zone Delegates to the PBA House of Delegates.
7. The Immediate Past Chairperson shall coordinate and promote recruitment liaisons to the PBA and shall otherwise lend the experience of prior years service to the YLD, its Officers and the YLD Executive Council.
8. The ABA/YLD District Representative shall serve as the YLD's liaison to the ABA, as well as the liaison to Zone Chairpersons.

ARTICLE VI

YLD EXECUTIVE COUNCIL

1. The YLD Executive Council shall consist of the Officers and not less than twelve (12) nor more than twenty-four (24) Zone Chairpersons of the YLD. In addition, the YLD Executive Council may also include three (3) Zone Chairpersons At-Large. The YLD Executive Council shall conduct the business of the YLD at the request and direction of the Chairperson, in consultation with the other Officers. Each Zone Chairperson will assist in carrying out the programs of the YLD in their respective Zone. There will be not less than twelve (12) nor more than twenty-four (24) Zone Chairpersons, at least one from each Zone as defined by the twelve (12) Zones into which the PBA has divided the Commonwealth of Pennsylvania. There may be no more than two (2) Zone Chairpersons from each Zone and no more than one (1) Zone Chairperson from the same county within a Zone, excluding Zone One, Zone Twelve and the At-Large Zone Chairpersons. Each Zone Chairperson shall be appointed by the Chairperson of the YLD for a one (1) year term, which term shall end at the conclusion of the Annual Meeting of the YLD next following such persons appointment. Each Zone Chairperson must be a member of the YLD and should be either the present Chairperson, Immediate Past Chairperson of a county within the Zone, or a person with working knowledge of the counties within the Zone.
2. The YLD Executive Council shall be convened at each meeting referred to in Article VIII, Section 1 and shall act, at the direction and request of the Chairperson, and conduct the business of the PBA/YLD in an advisory capacity to the Chairperson of the YLD unless the Chairperson or two-thirds (2/3) of YLD Executive Council members present request a roll call vote on a particular issue. In said event, a majority decision of the Council members present shall control. Each Zone Chairperson shall assist in carrying out the programs of the YLD in his or her respective Zone.
3. The duties of the Zone Chairperson will be as follows:
 - (a) To attempt to visit each county Young Lawyers Section within the Zone at least once a year, if possible;
 - (b) To regularly participate in the conferences, meetings, programs and retreats of the YLD;
 - (c) To serve as the YLD Liaison to the local bar associations located within the Zone;
 - (d) To strongly encourage and recruit young lawyers from within the Zone to become active and participate in YLD programs, projects, committees, meetings and conferences;
 - (e) To assist in arranging and conducting YLD functions and Caravans within the Zone;
 - (f) To submit, from time to time, articles relevant to the Zone for publication in the At Issue or other statewide publications;
 - (g) To submit at least one (1) nominee each for the Liberty Bell and Michael K. Smith Excellence in Service awards;

- (h) To provide input to the YLD public service programs, committees and related projects;
and
 - (i) To communicate to the ABA/YLD District Representative the events or programs occurring in the Zone.
4. A Zone Chairperson may be removed from office by the YLD Chairperson if he or she does not attend two scheduled meetings of the YLD and does not, within ten (10) days after the conclusion of said meeting, send to the YLD Chairperson, in writing, a reason for such absence. A Zone Chairperson may also be removed from office by the YLD Chairperson after two unexcused or four excused absences from scheduled meetings.

ARTICLE VII

AFFILIATION OF ORGANIZED YOUNG LAWYERS GROUPS

1. Any organized Young Lawyers Group of a Bar Association within the PBA existing in a County or at the local level may affiliate with the YLD of the PBA in accordance with the procedure set forth in this Article.
2. The Young Lawyers Group, as defined in Section 1 of this Article, shall make written application to the Chairperson of the YLD and shall be enrolled upon approval of the Officers. It shall be a prerequisite of the affiliation that the Young Lawyers Group so applying be organized for such purposes and carry on such activities as are consistent with the purposes and activities of the YLD as provided in Article I, Section 2 hereof. Upon enrollment, affiliation shall continue indefinitely but may be discontinued at any time upon the written request of the affiliated group, upon the vote of the Officers of the YLD or upon the dissolution of either the YLD or the affiliated group.
3. Each affiliated Young Lawyers Group shall be entitled to send a representative to all meetings of the YLD and the YLD Executive Council.
4. In counties in which there is no representative appointed from an affiliated Young Lawyers Group, which group is of county-wide representation open for membership to all young lawyers within that county representing the general interest of young lawyers within that county rather than any special or specific interest, the Chairperson may appoint, upon recommendation of the Zone Chairperson, one young lawyer member as cited above for delegates of affiliated Young Lawyers Groups.

ARTICLE VIII

MEETINGS

1. The YLD shall meet five (5) times per year, at the Annual Meeting of the PBA, at a Summer meeting of the PBA/YLD, a Fall meeting of the PBA/YLD, a Winter meeting of the PBA/YLD, and, a meeting in conjunction with the PBA Conference of County Bar Leaders. The Annual Meeting of the PBA/YLD shall be held in conjunction with the Annual Meeting of the PBA. At least one meeting of the YLD shall be held both north and south of a line drawn across the state at the southern most boundaries of Beaver, Butler, Armstrong, Jefferson, Clearfield, Centre, Snyder, Northumberland, Schuylkill, Carbon and Monroe Counties. In addition, at least one meeting shall be held both east and west of a line drawn north to south across the state at the eastern most boundaries of Potter, Clinton, Centre, Mifflin, Juniata and Franklin Counties.
2. The Fall Meeting of the YLD shall be held immediately preceding and/or during the period of the Fall Meeting of the PBA House of Delegates with such program and order of business as may be arranged by the Chairperson.
3. In addition to the meetings referred to in Article VI, Section 2, the YLD Executive Council shall meet at the call of the Chairperson or a majority of the Officers with at least ten (10) days written notice by first class mail, to those entitled to vote.
4. Fifteen (15) members of the YLD present at any meeting of the YLD and eligible to vote shall constitute a quorum for the transaction of business. In the absence of a quorum of the YLD, if a quorum of the YLD Executive Council is present, the YLD Executive Council shall meet in lieu of the YLD Meeting.
5. Seven (7) members of the YLD Executive Council present at any meeting of the YLD Executive Council and eligible to vote shall constitute a quorum for the transaction of business.
6. All binding action of the YLD, YLD Executive Council or Officers shall be by a majority vote of those eligible members present and voting.
7. All members of the YLD who are in compliance with Article II, Section 4 (if applicable) shall be eligible to vote.
8. All meetings of the Officers, the YLD Executive Council and any other subordinate group or committee of the YLD shall be conducted in accordance with "Roberts Rules of Order, Newly Revised."

ARTICLE IX

AMENDMENTS

1. These By-laws may be amended at any meeting of the YLD by a majority vote of the members of the YLD present who are eligible to vote and are voting; provided, however, that any proposed amendment shall have first been submitted to the Secretary in writing at least fifteen (15) days prior to the first day of the meeting at which the amendments will be voted upon. Any amendment will be effective only after presentation to and approval by the Board of Governors of the PBA.

ARTICLE X

COMMITTEES

1. The Chairperson of the YLD shall have the power to create and staff, as well as remove, such committees as the Chairperson of the YLD shall deem necessary.
2. All committees shall meet from time to time at the call of the Chairperson thereof, and it shall be the duty of the Chairperson of a committee to call a meeting upon the written request of a majority of his or her committee or of the Chairperson of the YLD.
3. The Chairperson of each committee shall transmit a full report of its activities to the Chairperson of the YLD at least annually and each committee shall make such special reports as the Chairperson of the YLD shall direct.

ARTICLE XI

MISCELLANEOUS PROVISIONS

1. In the event that the PBA By-laws are in conflict with the By-laws of the YLD, the PBA By-laws shall control.
2. The members of the YLD at any duly authorized meeting thereof, may discuss matters of interest to the PBA, or the YLD, and by majority vote of those members present who are eligible to vote, may forward recommendations to the PBA for the PBA's action thereon, but the YLD shall not publicly advocate in the name of the PBA any such recommendations unless specifically authorized to do so by the PBA.
3. The YLD shall annually report its proceedings and recommendations to the PBA.
4. Any member of the YLD may be designated by a vote of the YLD or if it is necessary to fill a vacancy before a meeting of the YLD the YLD Executive Council as (1) a delegate or (2) an alternate delegate to the YLD of the ABA.

5. The District 5 Representative (Pennsylvania) to the YLD Executive Council of the ABA shall, during the term of that office, be Chairperson of the PBA/YLD's ABA Liaison Committee as part of the responsibilities as District 5 Representative.
6. The law school representative shall be appointed by the Chairperson each year on an alphabetical rotating basis from one of the Pennsylvania law schools. The term of office for such Law Student Representative shall commence following the Annual Meeting of the YLD and shall continue until the following Annual Meeting of the YLD. All Law School Representatives shall be second or third year full-time law students.
7. **Limitation of Liability:** To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time, a member of the YLD Executive Council an officer of the YLD shall not be personally liable for monetary damages for any action taken or for any failure to take action. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by the law.
8. **Indemnification:**
 - (a) The YLD shall defend, indemnify and hold harmless any past or present member of the YLD Executive Council and any other person who has acted or is acting on behalf and at the request of the YLD Officers and/or Executive Council from any and all claims and/or lawsuits arising out of the performance of duties of the YLD Officers and/or Executive Council.
 - (b) The person(s) against whom a claim is made or lawsuit filed shall notify the YLD Chairperson in writing of the claim or lawsuit as soon as practicable.
 - (c) The YLD shall have no obligation to defend or indemnify any person(s) for intentional misconduct, willful misconduct and/or gross misconduct.