

Lawyers Concerned for Lawyers of Pennsylvania, Inc.

Bylaws

I. Purpose

1.1 Lawyers Concerned for Lawyers of Pennsylvania, Inc. may be known as Lawyers Concerned for Lawyers or by the acronyms of LCL, LCL-PA or LCL of Pennsylvania. The purpose of this charitable organization shall be to assist the Pennsylvania lawyer, judge or law student impaired by addictive disease or by mental or emotional illness to regain his or her health. We seek to assist such persons to regain professional competence.

1.2 This corporation is organized exclusively for charitable, educational and scientific purposes, including making distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any revised federal tax code.

1.3 The corporation shall be non-stock and non-membership. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws and Statement of Purpose. No substantial part of the activities of the corporation shall be lobbying, carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, nor shall it publish or distribute any statement relative to any such candidate or campaign.

1.4 The corporation shall not carry on any activities not permissible for a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any revised federal tax code or for a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any revised federal tax code. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes as defined by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any revised federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose except that any unexpended funds received from the Lawyers' Fund for Client Security or the Disciplinary Board of the Pennsylvania Supreme Court shall be returned to such contributor. Any other assets not so distributed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

1.5 The corporation's operations shall be supported by contributions from funds administered under the direction of the Supreme Court of Pennsylvania and other sources. The corporation shall cooperate with Supreme Court committees and functions. It shall report to the Court annually on its programs and, as provided in Section 5.12 hereof on its expenditures but the Court shall have no responsibility for or control of its programs or activities.

1.6 Consistent with the confidentiality afforded to the identity and affairs of all persons aided by the corporation, it shall cooperate with the Supreme Court, the Lawyers' Fund for Client Security, the Disciplinary Board of the Supreme Court of Pennsylvania, the Administrator of the Pennsylvania Courts and entities in the Unified Court System of Pennsylvania and other legal organizations of the Commonwealth. The corporation shall also maintain liaison with similar state, national and international organizations. No disclosure of the identity or information about any person assisted by Lawyers Concerned for Lawyers shall be made or required hereunder except as reasonably necessary to prevent death or irreparable harm.

II. The Board of Directors

2.1 The business of the Corporation shall be managed by its Board of Directors which may exercise all powers of the Corporation and do all lawful acts as are authorized by statute, the Articles of Incorporation or these Bylaws.

2.2 The Board shall consist of no fewer than ten (10) nor more than thirty-five (35) members all of whom meet the following qualifications:

- i. members in good standing of the Bar of the Supreme Court of Pennsylvania; or
- ii. Judicial Officers who perform judicial functions in the Commonwealth of Pennsylvania, whether or not a lawyer; or
- iii. members in good standing of any Bar located in the United States who are currently residing in Pennsylvania; and
- iv. have a minimum of three (3) years of continuous recovery, if applicable.

The Board shall at all times include ex officio the executive directors of the Pennsylvania Bar Association and the Pennsylvania Bar Institute.

2.3 Upon the adoption of these Bylaws, the existing Board shall divide into two groups of approximately equal size. One group shall serve until the 2008 Annual Meeting; the other shall serve until the 2009 Annual meeting. Thereafter the term of a director shall be two years and until a successor is elected.

2.4 In accordance with Article IV of these Bylaws the Board shall form a nominating committee to make recommendations of proposed directors, re-election of existing directors, committee appointments and appointment as Director Emeritus. The committee shall present its recommendations to the Executive Committee for review and submission to the Board. Elections to the Board shall take place at the Annual Meeting as set forth in Article III. Vacancies on the Board of Directors may be filled at any time upon recommendation of the Board's nominating committee in accordance with the foregoing procedure.

2.5 A director may be removed from the Board by vote of the Executive Committee upon his or her arrest for any misdemeanor or felony or upon public notice of charges by the Office of Disciplinary Counsel. A director shall be removed from the Board upon a finding by the Executive Committee of relapse of an addictive disease or conduct unbecoming a director. The Board may also remove a director following reasonable notice and opportunity to explain his or her failure to attend a majority of Board meetings held in the preceding two fiscal years.

III. Meetings of the Board of Directors

3.1 No expenses or compensation shall be paid to directors for attending meetings or for acting as directors.

3.2 The Annual Meeting of Directors shall be the first meeting held after the start of the fiscal year. The agenda of the Annual Meeting shall include the following: a review of the list of current directors, their attendance and service activity; elections or reelections of directors and officers; committee assignments; election of Directors Emeritii in accordance with Article VI; and review and evaluation of the corporation's affairs. Board meetings may be held at such times and places as may be determined from time to time by the Executive Committee or the Board.

3.3 Notice of the Annual Meeting and regular meetings of the Board shall specify the place, date and hour of the meeting as well as the agenda and shall be given by the Secretary or his or her designee to each director at least ten (10) days before the meeting either personally, by mail, e-mail, facsimile, telegram or telephone. Matters not listed on the agenda may be considered at the meeting by agreement of a majority of the directors in attendance.

3.4 Special meetings of the Board may be called by the Executive Committee on 24 hours notice to each director by e-mail, facsimile, telegram or telephone. Notice of a special meeting of the Board shall specify the place, date, hour and purpose of the meeting.

3.5 At all meetings of the Board, ten (10) directors shall constitute a quorum. The acts of a majority of the directors present at a meeting at which a quorum is present shall be

the acts of the Board, except as otherwise specifically provided by statute, by the Articles of Incorporation or by these Bylaws. If a quorum is not present at any meeting of directors, the directors present shall adjourn the meeting. Notice of the adjourned meeting and its agenda shall be given as provided in Section 3.3.

3.6 One or more directors may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or similar communications device by means of which all persons participating in the meeting can hear each other. All directors so participating shall be deemed present at the meeting.

3.7 Any action which may be taken at a meeting of the directors or of the members of a committee of the Board may be taken without a meeting as permitted under § 5727 (b) of the Pennsylvania Non-Profit Corporation Law.

IV. Committees

4.1 The Board may establish one or more committees and shall establish a nominating committee. Each committee shall consist of one or more directors. The Board may also designate one or more directors as alternate members of any committee to replace any absent or disqualified member.

4.2 There shall be an Executive Committee consisting of the officers and up to three additional directors selected by the officers. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board, except that it shall not have authority to: (i) fill vacancies on the Board; (ii) amend the Articles of Incorporation or Bylaws; (iii) amend or repeal any Board resolution; or (iv) take any action inconsistent with a prior Board resolution.

V. Officers

5.1 The officers of the corporation shall be elected from among the Board at the Annual Meeting and shall consist of the President, Vice President, Secretary and Treasurer. The term of such officer shall be one year but an incumbent may continue to serve until a successor is appointed.

5.2 The Board of Directors may choose such other officers and agents as the needs of the corporation require. Except as herein provided, all officers shall hold their offices for such terms and shall have such authority and perform such duties as may be provided by Board resolution. All officers shall be members in good standing of the Bar of the Supreme Court of Pennsylvania and have a minimum of five years of continuous recovery, if applicable.

5.3 Officers shall not be compensated. Salaries of all employees of the corporation shall be fixed by the Board of Directors.

5.4 The officers of the corporation shall serve until their successors are elected. Any elected officer or employee appointed by the Board may be removed by the Board whenever, in its judgment, his or her removal is in the best interests of the corporation. Such removal shall be without prejudice to the contract rights of the person removed.

5.5 The President shall be the Chief Executive Officer of the corporation; he/she shall preside at all meetings of the Board, shall provide general and active management of the business of the corporation and shall see that all resolutions of the Board are carried out.

5.6 The President shall execute bonds, mortgages and other documents requiring a seal, over the seal of the corporation except those required by law to be executed in a different manner and except where their execution is delegated by the Board of Directors to some other officer or agent of the corporation.

5.7 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, the Executive Committee or the President may delegate to him.

5.8 The Secretary shall attend all meetings of the Board and shall document all votes of the Board and keep minutes of all its transactions. The Secretary shall perform the same duties for the Executive Committee when required. The Secretary shall have custody of the corporate seal and when authorized by the Board, the Executive Committee or the President shall affix the seal to any instrument requiring it.

5.9 The Treasurer shall supervise custody of the corporate funds and shall insure that full and accurate accounts of receipts and disbursements are kept in the account books of the corporation. The Treasurer shall oversee the deposit of all money in accounts of the corporation in depositories designated by the Board of Directors.

5.10 The Treasurer shall review all expenditures of the corporation in accordance with the directions of the Board requiring proper vouchers for such disbursements and shall render to the directors, at meetings of the Board, or at other times if the directors or executive committee so require it, an account of all such disbursements and of the financial condition of the corporation. All operating expenditures shall be made and accounted for by its executive director or other agent.

5.11 If required by the Board of Directors, the Treasurer or other agent having custody of funds of the corporation shall give the corporation a surety bond in a sum satisfactory to the Board, for the faithful discharge of his/her duties and for the restoration to the corporation, in case of his/her death, resignation, retirement or removal from office, of all books, money and other property of the corporation.

5.12 The Treasurer shall annually, or more often if required, report in detail to the Supreme Court of Pennsylvania and to the Board the results of an independent audit of all receipts and expenditures during the preceding fiscal year. This report shall be filed with the Court no later than six months after the close of the fiscal year. Such report shall comply with generally accepted accounting standards of the A.I.C.P.A. It shall not disclose the identity of any persons assisted by the corporation or the identity of volunteers serving the corporation in any capacity, except the officers and directors.

VI. Director Emeritus

6.1 The Board of Directors may elect former directors to serve as Director Emeriti at the pleasure of the Board. A Director Emeritus may attend and participate in meetings of the Board but shall have no voting rights. There shall be no limit on the number of Directors Emeriti.

VII. Miscellaneous

7.1 The fiscal year of the corporation shall be July 1 through June 30 unless otherwise directed by the Board.

7.2 The corporate seal shall have inscribed thereon the name “Lawyers Concerned for Lawyers of Pennsylvania, Not For Profit, 1988”.

7.3 Whenever, under the provisions of applicable law, the Articles of Incorporation or these Bylaws, notice is required to be given to any person it may be given either personally, by e-mail or facsimile, or by sending a copy by first class mail, postage prepaid, to his/her address appearing on the books of the corporation or the address supplied by him or her to the corporation for the purpose of notice. If notice is sent by mail, facsimile or e-mail, it shall be deemed to have been delivered to the person entitled thereto after it is deposited in the United States mail or in an appropriate facility for transmission of such information. A notice of meeting shall specify the place, day and hour of the meeting and its agenda.

7.4 Whenever written notice is required to be given by statute or by the Articles of Incorporation or these Bylaws, 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 the equivalent of the giving of such notice. 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.

7.5 The corporation shall indemnify any director, officer or employee to the full extent allowed by Sections 5741 and 5750 of the Pennsylvania Non-Profit Corporation Law of 1990, as amended (1990 Dec. 19, P.L. 834, No. 198) (15 Pa. C.S.A. §§ 5741-5750).

VIII. Amendments

8.1 The Bylaws may be amended by a seventy-five percent (75%) vote of all directors entitled to vote thereon. The Bylaws may be amended at any annual, regular or special meeting duly convened after notice to the directors of that purpose.

APPROVED: by the Board on September 14, 2007.

AMENDED: by the Board on December 18, 2015.

ATTEST:

Secretary

President