

BYLAWS OF THE PENNSYLVANIA BAR FOUNDATION

Amended and Approved May 7, 2026



**Pennsylvania Bar
Foundation**
Education • Justice • Equal Access

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ARTICLE I – PURPOSE

1.1 Name of Organization. The name of the organization is the Pennsylvania Bar Foundation (the “Foundation”).

1.2 Vision Statement. Improve the public’s appreciation of democracy, its understanding of the law and ensuring that citizens, particularly Pennsylvania’s most vulnerable, have full access to justice.

1.3 Purpose Statement. The purposes of the Foundation are as set forth in its Articles of Incorporation, and include, without limitation: (i) to operate for charitable, scientific, literary or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any future federal tax code; (ii) to foster programs of law related education for students and adults; (iii) to encourage and promote legal assistance and access to justice to and for the poor and disadvantaged groups; (iv) to support and promote programs and projects having as their purpose the improvement of the administration of justice and the dissemination of information to the general public so as to promote a better understanding of the judicial system; (v) to award grants for scholarships for persons and purposes related to the improvement of the legal profession; and (vi) to take any other actions which, from time to time, shall seem expedient to the Board of Directors of the Foundation and which shall further said purposes.

1.4 Diversity, Equity, and Inclusion Statement. Diversity, equity, and inclusion are at the core of the Foundation. The commitment to these values is unwavering. These values are central to the Foundation’s mission and impact. Promoting diversity, equity and inclusion keeps the Foundation open-minded to ideas that help improve a changing and diverse legal environment.

ARTICLE II – MEMBERSHIP

2.1 Members. A Member of the Foundation is defined as: Any person who pledges a financial commitment at any of the Fellowship levels defined in Section 2.3.

2.2 Classification of Members. Members of the Foundation shall be divided into Voting Members and Non-voting Members defined as follows:

- (a) A Voting Member is also a member of the Pennsylvania Bar Association, or a duly appointed Member of the Board of Directors;
- (b) A Non-voting Member is a Member who does not meet the requirements in Section 2.2(a).
- (c) Each Voting Member shall have one vote at Meetings of the Members. Non-voting Members shall not have any vote on any matter to be voted on by Members, but otherwise shall have the right to attend and participate in all Member meetings.

2.3 Membership Levels of Recognition. The Foundation shall, unless requested by a Member not to do so, recognize those Members who have achieved the following levels of giving to the Foundation by making their contributions known at Foundation meetings, Pennsylvania Bar Association meetings and through the Foundation's publications, where appropriate. Model contribution schedules are outlined, though advanced payment fulfillment is appreciated.

- (a) *Life Fellow.* Any Member who has contributed at least \$1,000 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (b) *Young Lawyer Life Fellow.* Any Member who is a member of the Young Lawyers Division of the Pennsylvania Bar Association at the time of the initial contribution and who has contributed at least \$500 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (c) *Commonwealth Club Fellow.* Any Member who has contributed at least \$5,000 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (d) *Advocates Club Fellow.* Any Member who has contributed at least \$7,500 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (e) *Keystone Society Fellow.* Any Member who has contributed at least \$10,000 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (f) *Keystone Society Law Firm.* A firm that contributed \$10,000 or who has pledged to do so and is current in making the required agreed upon annual payments.
- (g) *Commonwealth Club Law Firm.* A historical designation for firms that contributed \$5,000.
- (h) *Liberty Club Law Firm* A historical designation for firms with four or fewer attorneys that contributed \$1,000.
- (i) *1895 Society Member.* A Member who has named the Pennsylvania Bar Foundation as a beneficiary in an estate planning document such as a will, insurance policy or annuity. No minimum gift is required. 1895 Society Members must complete a Legacy Intention Form, which can be obtained at the Foundation headquarters.
- (j) *Charter Fellow.* Any Member who contributed \$1,000 to the Foundation prior to its incorporation.

ARTICLE III – MEETINGS OF MEMBERS

3.1 Annual Meeting. The Annual Meeting of Members shall be held in conjunction with the Annual Meeting of the Pennsylvania Bar Association unless a majority of the Board of Directors determines otherwise. The date and hour of the Foundation's annual meeting shall be fixed by the President.

3.2 Special Meetings. Special meetings of the Members may be called at any time by the President and shall be called upon the request of (i) five (5) directors, or (ii) twenty (20%) percent of the Voting Members. A request for a special meeting initiated by directors or Voting Members shall be in writing, forwarded to the President, and state the general nature of the business to be transacted at the special meeting. Special meetings requested by directors or Voting Members shall be scheduled and held within thirty (30) days after the Foundation President receives the request for the meeting.

3.3 Notices of Meetings.

(a) *Time.*

(1) *Annual Meeting.* Notice shall be given to all Member at least thirty (30) days prior to the day of the meeting.

(2) *Special Meetings.* Notice shall be given to all Member at least fifteen (15) days prior to the day of the meeting.

(b) *Contents of Notice.* Notice shall specify the place, date and hour of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by law or these Bylaws.

(c) *Method of Notice.* Notice of meetings shall be given to Members by the Secretary or the Secretary's designee by one of the following methods:

(1) first class or bulk-rate mail to the Member's postal address appearing on the books of the Foundation;

(2) by publication in the Pennsylvania Bar Association's Bar News or PBA E-News; or

(3) by e-mail or other electronic communication to the Member's address for e-mail or other electronic communications supplied to the Foundation for purposes of providing notice to the Member.

3.4 Quorum.

(a) A majority of Voting Members (51%) present shall constitute a quorum for the transaction of business at all meetings of Members. At all meetings except the

Annual Meeting, when all other reasonable attempts to join a meeting in person have been exhausted, participation by means of video conferencing technology, conference telephone or similar communications equipment, and by which all persons participating in the meeting can hear each other, shall constitute presence in person at such meeting. Such meeting may be partially or wholly virtual in nature. Electronic polling may be conducted if deemed warranted by the Board.

- (b) The Board of Directors may take action by email ballot on matters requiring action between its meetings provided that the majority (51%) of Board Members participate in the vote. If the Board of Directors declares an emergency, participation at the Annual Meeting by Voting Members may be in the manner set forth in Section 3.4(a) above.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Voting Directors; Number and Eligibility. The business of the Foundation shall be managed by a Board of Directors (the “Board”) consisting of twenty- four (24) Voting Directors (as defined under Section 2.2(a)) to be selected as provided for in these Bylaws. Unless otherwise provided, all Directors of the Board shall be lawyers. The Board shall be comprised of the following Voting Directors:

- (a) Twelve (12) Members.
- (b) Two (2) Directors appointed by the President-elect of the Pennsylvania Bar Association to serve during the President-elect’s Presidency and who need not be lawyers.
- (c) The President of the Pennsylvania Bar Association.
- (d) The Immediate Past Chair of the Young Lawyer’s Division of the Pennsylvania Bar Association.
- (e) The President, Vice President, Treasurer and Secretary of the Foundation.
- (f) The Immediate Past President of the Foundation.
- (g) Three Directors, one of whom shall be appointed annually by the Foundation President, each of whom need not be a lawyer.

4.2 Non-voting Directors. All living past presidents of the Foundation, other than the immediate past president, shall be non-voting members of the Board unless they hold a voting position described in Section 4.1.

4.3 Terms of Directors.

- (a) The term of office for any Director under Section 4.1(a) and (g) shall begin with the date of the Director's election or appointment and shall expire at the third Annual Meeting of Members of the Foundation following the Director's election or appointment until such time as their successor is elected. No Director holding a position under Section 4.1(a) or (g) may serve more than two consecutive full three-year terms as a Director, which shall not include any part of a term to which they were appointed to fill a vacancy. All other Voting Directors (those holding

office pursuant to Section 4.1(b) (c), (d), (e) and (f)) shall hold office for one year or until such time as their successor is elected.

- (b) Initial Stagger Terms. Notwithstanding the provision in 4.3(a), the three Directors appointed under Section 4.1(g) shall initially be appointed in May 2026, or as soon thereafter as possible, to staggered terms of one, two and three years. After these initial terms expire, each such Director may thereafter be appointed or reappointed to a full three-year term in accordance with this Section.

4.4 Terms of Existing Directors. Any Director holding office as of the effective date of these bylaws shall be permitted to serve for the remainder of their existing term.

4.5 Vacancies. A vacancy in the office of a Director serving under 4.1(a) or (g) shall be filled by the Foundation President. A vacancy of a Director serving under 4.1(b) or (c) shall be filled by the Foundation President after consultation with the PBA President. Each person so elected shall serve for the balance of the unexpired term of the person they have replaced. A person filling a vacancy shall qualify as a same category director (as set forth in Section 4.1) as the person whose seat they are filling.

4.6 Nomination; Election. All candidates for Directors shall be presented to the Board by the Nominating Committee. The Nominating Committee shall be appointed by the Foundation President, with the approval of the Directors, and shall be composed of five Members, including its Chairman, who shall be the Immediate Past President of the Foundation. At least three of its committee members shall be past or incumbent Directors of the Foundation. The remaining two shall be Charter or Life Fellows of the Foundation. Unless membership on the Board is automatic by the definition of the Board in Section 4.1, all nominations for positions on the Board shall be submitted to the Nominating Committee. The Nominating Committee shall report the nominations of all who are eligible to be elected at the Annual Meeting of Members at which time the Voting Members shall elect directors.

4.7 Removal. A Director may be removed for cause at any time by the concurrence of two-third of all Voting Directors of the Foundation; provided that, before the Director is removed, the Director shall be given an opportunity to be heard by the Board, if the Director so desires.

4.8 Meetings. The Board shall meet at regular specified intervals as the Foundation President shall determine but not less than twice annually. At all meetings when all other reasonable attempts to join a meeting in person have been exhausted, participation, including voting, by means of video conferencing technology, conference telephone or similar communications equipment, by which all persons participating in the meeting can hear each other, shall constitute presence in person at such meeting. Such meeting may be partially or wholly virtual in nature.

4.9 Annual Meeting. The annual meeting of the Board shall be held in conjunction with the Annual Meeting of the Pennsylvania Bar Association, unless a majority of the members of the Board determines otherwise, for the purpose of electing officers and for the transaction of

other business.

4.10 Special Meetings. Special Meetings of the Board may be called at any time by the Foundation President or, if the office of the Foundation President be vacant, by the Foundation Vice President, or by written request of five (5) Directors.

4.11 Notice of Meetings. Notice of all Board meetings shall be made in accordance with Section 3.3(c) of these bylaws. Notices for all meetings except the annual meeting shall be provided at least three (3) business days in advance of the meeting. The Board may waive notice of a meeting in writing before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

4.12 Quorum. Except as otherwise provided by law, a majority of the Directors in office shall be present at each meeting of the Board of Directors in order to constitute a quorum for the transaction of business. Every Voting Director shall be entitled to one vote. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting, if a majority of all Directors in office shall agree in writing or via electronic communication to take such action.

4.13 Committees.

- (a) *Establishment and Powers*. The Board may by resolution establish one or more committees consisting of persons including the Chair appointed by the Foundation President, the majority of whom shall be Directors of the Foundation.
- (b) *Term*. Committee members shall serve until the conclusion of the annual meeting of the Board following their appointment or until such time as their successor is appointed.

4.14 Executive Committee.

- (a) Shall consist of the officers of the Foundation: President, Vice President, Secretary, Treasurer and Immediate Past President.
- (b) The Executive Committee shall meet at the request of the Foundation President. The Executive Committee shall be vested with the powers of the Board during the intervals when the Board is not in session, subject to such limitations as exist by law. A majority of the members of the Executive Committee shall constitute a quorum.
- (c) Notice of meetings of the Executive Committee shall be given to each member of the Committee personally or by mail, telephone, facsimile, or any type of electronic transmission at least three (3) days prior to the day named for such meeting. The Executive Committee may waive notice of a meeting in writing

before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

4.15 Standing Committees.

- (a) *Audit.* Recommends the retention or termination of the independent auditor. Reviews the terms of the auditor's engagement at least every five years. Oversees the performance of the independent audit. Confers with auditor to ensure that the affairs of the Foundation are in order. Recommends the approval of the annual audit report to the full Board. Periodically reviews and assesses internal controls. Recommends the pre-approval of any non-audit services provided by independent auditors, including tax services, before services are rendered. Develops and oversees policies and procedures for encouraging whistleblowers to report questionable accounting or auditing matters of the organization. Assures conflict of interest policy is in place and review conflicts annually.
- (b) *Awards & Grants.* Conducts the annual nomination process for the Louis Goffman Award and any other awards. Continues the positive trend of increasing any award's profile and prestige. Pursues enhancement of endowments through partnerships within and beyond the legal profession.

Receives and reviews grant applications and recommends grant awards. Receives and reviews grantee reports for compliance. Periodically reviews and makes recommendations for the revision of grant policies and procedures.

- (c) *Finance.* Shall be chaired by the Treasurer and consist of the Vice President and three Directors appointed by the Foundation President. Prepares the annual budget in conjunction with the PBA Director of Finance and Executive Director. Receives and reviews financial statements. Reviews and makes recommendations for implementation of best practices in non-profit financial management.
- (d) *Governance & Bylaws.* Proposes changes in the bylaws and reviews comments on changes suggested by other entities within the Foundation. Also proposes enhancements to governance including the development of new policies and procedures as required.
- (e) *Investment.* Monitors and reviews Foundation investments. Makes recommendations regarding Foundation investment policy, procedures and investment instruments in consultation with Foundation staff and investment advisors.
- (f) *Programs & Development.* Develops and implements a comprehensive strategy to promote the Foundation's mission through fundraising initiatives and expand its outreach and exposure at PBA events to ensure the continued financial stability and future growth of the Foundation.

- (g) *Scholarships.* Administers Foundation scholarship programs and named scholarship programs. Periodically reviews programs. Seeks additional funding support within and beyond legal community.

4.16 Executive Director. The Executive Director of the Pennsylvania Bar Association shall administer the facilities, operations and staff of the Foundation subject to the direction of the Board of Directors and the Foundation President. Any administrative function of an officer of the Foundation may be delegated to and performed by or under the direction of the Executive Director subject to the approval of the Executive Committee.

ARTICLE V – OFFICERS

5.1 Offices. The Foundation shall have a President, Vice President, Secretary and Treasurer who shall be elected by the Board. The Board may also elect additional assistant officers. All officers must be lawyers and must be Members of the Foundation during the entire term they hold office.

5.2 Election. The officers shall be elected by the Board at their annual meeting. All nominations for officers of the Foundation shall be submitted to the Nominating Committee. The Nominating Committee shall report the slate of candidates at the Annual Meeting.

5.3 Term. The officers shall each serve a one-year term beginning at the conclusion of the annual meeting at which the officer was elected or until such time as their successor is elected. The President and Vice President are limited to three (3) successive one-year terms. The term of an assistant officer shall be set at the time that the assistant officer is appointed.

5.4 Powers and Duties of the Foundation President. The Foundation President shall be the senior officer of the Foundation and an ex-officio member of all Committees. Unless otherwise determined by the Board, the Foundation President shall be responsible for the general supervision over and direction of the affairs of the Foundation. The Foundation President shall preside at all meetings of the Members and all meetings of the Board at which the Foundation President shall be present. The Foundation President shall also do and perform such other duties as from time to time may be assigned to the President by the Board.

5.5 Powers and Duties of the Secretary. Unless otherwise determined by the Board, the Secretary shall be responsible for the maintaining of the Minutes of all meetings of the Board and the Members, in books or electronic storage device provided for that purpose, and for the giving and serving of all notices for the Foundation. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board. The minute books of the Foundation may be maintained by a person other than the Secretary.

5.6 Powers and Duties of the Treasurer. The Treasurer shall supervise the safekeeping of all funds and investments of the Foundation. The Treasurer shall present an annual report on the financial condition of the Foundation. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to such officer from time to time

by the Board. The Treasurer shall give such bond, if any, for the faithful performance of the duties of such office as shall be required by the Board. The cost of such a bond, if required, shall be paid by the Foundation.

5.7 Powers and Duties of Vice President and certain other officers or assistant officers. Unless otherwise determined by the Board, each Vice President and each assistant officer shall have the powers and perform the duties of such officer's respective superior officer, except to the extent such powers and duties are limited by the Foundation President, such superior officer or the Board. The Foundation President shall be the superior officer of the Vice Presidents. The Treasurer and Secretary shall be the superior officers of the Assistant Treasurers and Assistant Secretaries, respectively.

5.8 Vacancies. The Vice President, or if there is more than one, then a vice president as determined by the Board, shall, in the case of the death, resignation, absence or disability of the Foundation President, perform the duties of the Foundation President. The Board shall have the power to fill any vacancies in any other office occurring for any reason.

5.9 Removal. An Officer may be removed for cause at any time by the concurrence of two-thirds of all Voting Directors of the Foundation; provided that, before the Officer is removed, the Officer shall be given an opportunity to be heard by the Board, if they so desire.

ARTICLE VI – INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

6.1 Indemnification in Third Party Proceedings. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that the person is or was a representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another foundation for-profit or nonprofit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere*, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

6.2 Indemnification in Derivative Actions. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation. No indemnification shall be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of their duty to the Foundation, unless and only to the extent that the court in which such action or suit was brought shall determine upon

application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

6.3 Mandatory Indemnification. To the extent that a representative of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 or 6.2, that representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

6.4 Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Sections 6.1 or 6.2 shall be made by the Foundation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because the person has met the applicable standard of conduct set forth in those sections. The determination shall be made:

(1) by the Board by vote of Directors who were not parties to the action, suit or proceeding; or

(2) by independent legal counsel in a written opinion, if a quorum is not obtainable.

6.5 Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Sections 6.1 and 6.2 may be paid by the Foundation in advance of the final disposition of the action, if authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay the amount advanced if it is ultimately determined that they are not entitled to be indemnified by the Foundation.

6.6 Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Foundation or is or was serving at the request of the Foundation as a representative of another foundation for-profit or nonprofit, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred, in any capacity or arising out of that person's status, whether or not the Foundation would otherwise have the power under this Article to indemnify them against that liability.

6.7 Reliance on Provisions. Each person who shall act as an authorized representative of the Foundation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII – FISCAL YEAR

7.1 Fiscal Year. The fiscal year of the Foundation shall end on December 31 of each calendar year.

ARTICLE VIII – AMENDMENTS

8.1 Amendment by Board of Directors.

- (a) The Board, by a 51% majority affirmative vote, shall have the power to amend and repeal these Bylaws.
- (b) Notice of the meeting at which bylaw amendments will be considered shall include a copy of the proposed amendments and shall be provided to the Board at least ten (10) days in advance of the meeting.

ARTICLE IX – INTERPRETATION OF BYLAWS; SEVERABILITY

9.1 Interpretation. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 *et seq.* If the Bylaws are silent on any particular matter, then the applicable provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, shall prevail.

9.2 Parliamentary Matters in General. On parliamentary matters of the Foundation not covered by the Bylaws, Robert's Rules of Order as most recently revised shall be the authority as far as applicable.

9.3 Severability. The provisions of these Bylaws are independent of and separable from each other, and no provision shall be affected or rendered invalid or unenforceable by virtue of the fact that for any reason any other or others of them may be invalid or unenforceable in whole or in part.