

BYLAWS
OF
THE
ALLEGHENY
COUNTY BAR
FOUNDATION

A
NONPROFIT
CORPORATION

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**BYLAWS OF ALLEGHENY COUNTY BAR FOUNDATION
A PENNSYLVANIA NONPROFIT CORPORATION**

ARTICLE I

Introductory

Section 1.1 Name. The name of the corporation is ALLEGHENY COUNTY BAR FOUNDATION (hereinafter referred to as the “Foundation”).

Section 1.2 Statement of Purposes. The purposes for which the Foundation is organized are exclusively charitable, scientific or educational within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including without limitation all purposes, powers and privileges conferred upon the corporation by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S. §§ 5101-5989, as amended, as well as the more specific purpose of serving as the philanthropic and educational arm of the Allegheny County Bar Association (the “ACBA”). The Foundation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continuing to qualify, as a corporation described in § 501 (c)(3) of the Code. The Foundation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 1.3 Offices. The principal and registered office of the Foundation shall be located at 400 Koppers Building; 436 Seventh Avenue; Pittsburgh, Pennsylvania 15219 or at such other place as the Board of Trustees may designate from time to time.

Section 1.4 Fiscal Year. The fiscal year of the Foundation shall be as determined from time to time by the Board of Trustees.

Section 1.5 Seal. The corporate seal of the Foundation shall be a circle with the name of the Foundation and the state of incorporation around the border and the words “Corporate Seal” in the center.

Section 1.6 Governing Law. The Foundation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§ 5101 et seq., as it may be amended from time to time (“NPCL”).

ARTICLE II

Board of Trustees

Section 2.1 Authority. Subject to any limitations set forth elsewhere in these bylaws, the Articles of Incorporation of the Foundation, and those matters expressly reserved to the Board of Governors of The Allegheny County Bar Association (referred to hereinafter as the “ACBA”), the affairs of the Foundation shall be under the general direction of a Board of Trustees which shall administer, manage, preserve and protect the property of the Foundation. Trustees need not be members of the ACBA.

Section 2.2 Powers Reserved to the ACBA. The ACBA shall have the power to appoint all of the Trustees of the Foundation and remove from time to time one or more of the Trustees of the Foundation as provided in Sections 2.5 and 2.17 of these bylaws.

Appointments and removals of Trustees shall be effective upon the receipt by an officer of the Foundation of written notice of appointment or removal, unless a later time is specified in the resolution appointing or removing the Trustee.

No amendment to these bylaws and no fundamental transaction (as defined in the NPCL) with respect to the Foundation shall be effective unless and until it shall have been approved, before or after the action of the Foundation, by the ACBA. The Secretary of the Foundation shall deliver to the president of the ACBA written request for any such desired approval. Within five days of taking action on any such request, the ACBA shall give the Foundation written notice of its approval or disapproval of the request (“Disposition Notice”). Unless a later time is specified in the Disposition Notice, the action of the ACBA shall be deemed to be effective on the date that the Foundation receives the Disposition Notice. If the ACBA fails to deliver a Disposition Notice to the Foundation within 90 days of the ACBA’s receipt of the written request of the Foundation for approval or disapproval, then the action shall be deemed to have been approved and the Foundation may act in reliance upon such deemed approval.

Section 2.3 Meetings. The Board of Trustees shall meet at least quarterly at a date, time, and place within or without the Commonwealth of Pennsylvania, as determined from time to time by the Board of Trustees. The annual meeting shall be scheduled in the first month following the close of the Foundation’s fiscal year, or such other time as the Board of Trustees may designate from time to time by resolution. Special meetings shall be called by the Secretary upon the order of the President or at the written request of two (2) or more Trustees.

Section 2.4 Number of Trustees.

(a) The Board of Trustees shall consist of not less than five voting Trustees and not more than twenty voting Trustees as determined from time to time by the Board of Governors of the ACBA. There shall also be such ex-officio Trustees as may be designated by this section, section 3.10 or from time to time by the Board of Trustees and approved by the Board of Governors of the ACBA. The Immediate Past President shall serve as an ex-officio, voting Trustee during the year following the conclusion of his or her term as President.

(b) There shall be two classes of Trustees: (1.) Attorneys and (2.) Non-Attorneys. The Attorney Trustees must be members of the Allegheny County Bar Association and comprise seventy-five percent (75%) of the Board. Non-Attorney Trustees shall have voting rights.

(c) There shall be a Young Lawyer Division (YLD) Council Trustee who shall be nominated by the YLD Council and appointed by the Board of Governors of the ACBA and who shall serve as Liaison to the YLD Council. The YLD Trustee shall be a member of the YLD Council and shall serve a term of two (2) years. The YLD Trustee shall have voting rights on all matter presented to the full Board for vote, but shall not be eligible to serve as an Officer on the Board. The YLD Trustee shall be a Young Lawyers fellow, or agree to be such in the event he or she is not a Fellow at the time of his or her appointment to the Board.

Section 2.5 Appointment. With the exception of ex-officio Trustees, Trustees shall be appointed by the Board of Governors of the ACBA in May of each year or at any special or regular meeting called for such purpose. Unless otherwise specified at the time of the election, new Trustees shall be installed at the annual meeting of the Trustees in the first month of the fiscal year or at a special or regular meeting called for such purpose.

Section 2.6 Term. The Trustees shall be divided into three classes with an approximately equal number of Trustees in each class, and the term of one such class shall expire in each year. Unless otherwise specified at the time of election, with the exception of the ex-officio Trustees whose terms shall be determined by the office pursuant to which the Trustee serves, each Trustee shall serve for a term of three years and until such Trustee's successor has been duly elected and qualified, or until the Trustee's earlier death, resignation or removal.

Section 2.7 Tenure Limits. With the exception of ex-officio Trustees, no Trustee shall be eligible to serve more than two (2) consecutive, full terms. Terms in duration less than the full three years shall not be counted when calculating the tenure limitation. A Trustee who has served two (2) consecutive, full terms shall be eligible for election as a Trustee following a one (1) year break in service. This section shall not apply to a Trustee who is serving in the office of President or immediate past President.

Section 2.8 Vacancies. With the exception of ex-officio Trustees, vacancies occurring on the Board by reason of death, resignation, refusal to serve, increase in the number of Trustees or otherwise shall be filled by the Board of Governors of the ACBA and each Trustee so appointed shall serve for the term specified at the time of appointment or the unexpired portion of the term of the Trustee being replaced, as the case may be, and until the Trustee's successor is elected and qualified or until such Trustee's earlier death, resignation or removal.

Section 2.9 Compensation. Except as provided by Section 3.10, no compensation shall be paid to any Trustee for services as a Trustee but, at the discretion of the Board of Trustees, a Trustee may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Foundation.

Section 2.10 Quorum. At all meetings of the Board of Trustees, the presence of a majority of the Trustees in office and entitled to vote shall constitute a quorum. In addition to those Trustees who are present in person at a meeting, one or more Trustees shall be considered present at such meeting if a telephone or similar communication device by means of which all persons participating in the meeting can hear each other at the same time is used. Once a quorum has been established, the departure of one or more Trustees from the meeting shall not cause the quorum to be lost provided that and so long as at least one-third of the Trustees continue to be present. The act of a majority of the Trustees entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

Section 2.11 Voting. Each Trustee entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Trustees.

Section 2.12 Notices. Written notice of the date, time and place of each meeting of the Board of Trustees shall be given to all Trustees at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. For special meetings, the notice shall also state the general nature of the business to be transacted. Such notice shall be given at the direction of the Secretary or another designated officer of the Foundation and shall be given to each Trustee, either personally or by sending a copy thereof by first class or express mail, postage prepaid, by courier service, charges prepaid, or by facsimile transmission, email or other electronic communication. Notice shall be sent to the contact information appearing on the records of the Foundation. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service. If notice is delivered by facsimile transmission, email or other electronic communication, it shall be deemed to have been given to the person entitled

thereto when sent. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment. Section 7.2 imposes additional requirements for any meeting at which proposed changes to the Bylaws of the Foundation are to be considered.

Section 2.13 Waiver of Notice. Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of the Foundation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Trustee at a meeting shall constitute a waiver of notice of the meeting unless the Trustee attends 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.

Section 2.14 Interested Trustees or Officers.

(a) A contract or other transaction between the Foundation and one or more of its Trustees or officers, or between the Foundation and any other corporation, partnership, joint venture, trust or other association in which one or more of the Foundation's Trustees or officers are governors or officers of the other association or have a financial or other interest, and are therefore considered "interested Trustees" is not void or voidable solely for that reason, or solely because the Trustee or officer of the Foundation is present at or participates in the meeting of the Board of Trustees that authorizes the contract or transaction, or solely because the vote of the Trustee or officer is counted for that purpose, if:

(1) the material facts to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees and the Board authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees are less than a quorum;

(2) the material facts as to the relationship or interest or transaction are disclosed or are known to the Trustees entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by a vote of those Trustees;

(3) the contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Trustees;

(4) the contract or transaction is between the Foundation and an association that is not wholly owned or controlled by the Foundation and the person who is a Trustee or officer is also a governor or officer of the other association, if:

(i) the conditions herein above in subsections (1), (2) or (3) are satisfied; or

(ii) the Trustee or officer does not participate personally and substantially in negotiating the transaction for either the Foundation or the other association; and

(iii) if the transaction is approved by the Trustees or governors of either association, the person that is a Trustee or officer of each association does not cast a vote that would be necessary at a meeting to approve the transaction on behalf of either the Foundation or the other association; or

(5) the contract or transaction is between the Foundation and an association that is wholly owned or controlled by the Foundation and the person who is a Trustee or officer is also a governor or officer of the other association, if the conditions herein above in subsections (1), (2) or (3) are satisfied.

(b) Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

(c) Notwithstanding the above, actual and potential conflicts of interest involving one or more Trustees or officers shall be dealt with in the manner described in Section 2.19 of these bylaws. Additionally, the Foundation, its Trustees and officers shall comply with any separate conflict of interest policy adopted by the Board of Trustees in addition to the provisions within these bylaws.

Section 2.15 Standard of Care and Fiduciary Duty.

A Trustee of the Foundation shall stand in a fiduciary relationship to the Foundation and shall perform the duties of Trustee, including such duties as a member of any committee of the Board of Trustees upon which the Trustee may serve, in good faith, in a manner that the Trustee reasonably believes to be in the best interests of the Foundation and with such care, including the skill and diligence, as a person of ordinary prudence would use under similar circumstances. The Trustee may also consider the following interests and factors that the Trustee considers appropriate:

(a) In discharging the duties of their respective positions, the Trustees, committees of the Board of Trustees and individual Trustees may, in considering the best interests of the Foundation, consider to the extent they deem appropriate:

(i) The effects of any action upon any or all groups affected by such action, including, employees, suppliers, customers and creditors of the Foundation, and upon communities in which offices or other establishments of the Foundation are located;

(ii) The short-term and long-term interests of the Foundation, including benefits that may accrue to the Foundation from its long-term

plans and the possibility that these interests may be best served by the continued independence of the Foundation;

(iii) The resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the Foundation;

(iv) All other pertinent factors; or

(b) In discharging the duties of their respective positions, the Board of Trustees, committees of the Board of Trustees and individual Trustees of the Foundation may, in considering the best interests of the Foundation, consider the effects of any action upon employees, upon suppliers and customers of the Foundation and upon communities in which offices or other establishments of the Foundation are located, and all other pertinent factors.

In performing the duties of a Trustee, and in accordance with the Business Judgment Rule as described in the following paragraph of this Section 2.15 below, a Trustee is entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Foundation or an affiliate of the Foundation who the Trustee reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Trustees upon which the Trustee does not serve, duly designated in accordance with law, as to matters within its designated authority, and which the Trustee reasonably believes to merit confidence. A Trustee is not considered to be acting in good faith, in regard to matters detailed in this paragraph, if such Trustee has knowledge concerning the matter that causes the Trustee to believe reliance is unwarranted.

The Business Judgment Rule is as follows: a Trustee who makes a business judgment in good faith fulfills a Trustee's duties if 1) the subject of the business judgment does not involve self-dealing by the Trustee, or an associate or affiliate of the Trustee, and 2) the Trustee is informed with respect to the subject of the business judgment to the extent the Trustee rationally believes that the business judgment is in the best interests of the Foundation.

The duty of the Board of Trustees is solely to the nonprofit Foundation and not to any other person or group.

An officer shall perform an officer's duties in good faith, in a manner the officer reasonably believes to be in the best interests of the Foundation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who performs such officer duties as such shall not be liable for monetary damages for action taken pursuant to their officer duties.

Section 2.16 Rules and Regulations. The Board of Trustees may adopt rules and regulations not inconsistent with these bylaws for the administration and conduct of the affairs of the Foundation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Trustees present and entitled to vote at a meeting of the Trustees where a quorum is present.

Section 2.17 Removal and Resignation of Trustees.

(a) Removal by ACBA. The Board of Governors of the ACBA may, with or without cause and at any time and from time to time, remove any one or more of the Trustees. If such a removal results in less than five remaining Trustees, new Trustees shall be appointed at the same meeting.

(b) Resignation. A Trustee who fails to attend three consecutive regularly scheduled meetings of the Board of Trustees is deemed to have resigned as a Trustee effective as of the day following the third missed meeting. Where a Trustee fails to attend two consecutive regularly scheduled meetings of the Board of Trustees without proper excuse, as the Board may determine, the Secretary shall promptly notify him or her of the attendance policy. If removal is mandated, the Foundation Board of Trustees shall make a formal recommendation/request to the ACBA Board of Governors for approval to remove the Trustee. After considering the Foundation's request, the Board of Governors shall issue a Disposition Notice.

A Trustee may resign at any time upon notice in record form to the Foundation. A resignation that is not conditioned upon acceptance by the Board of Trustees or ACBA shall be effective upon receipt by the Foundation of the notice of resignation, unless the notice specifies a later effective time or an effective time determined upon the happening of an event or events. If a resignation is conditioned upon its acceptance by the ACBA, a decision by the ACBA to accept or reject the resignation shall be made by the ACBA, and the Board of Trustees, to the extent applicable, in the manner required by the NPCL.

Section 2.18 Consents. Any action which may be approved at a meeting of the Trustees may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all of the Trustees in office at the effective time. The consent or consents must be filed with the Secretary of the Corporation.

A consent may provide, or a person signing a consent, whether or not then a Trustee, may instruct in record form, that the consent will be effective at a future time, including a time determined upon the happening of an event. In the case of a consent signed by a person not a Trustee at the time of signing, the consent is effective at the stated effective time if the person who signed the consent is a Trustee at the effective time and did not revoke the consent in record form prior to the effective time. A consent is effective at the stated effective time even if one or more signers are no longer Trustees

at the effective time unless the consent has been revoked by a signer who is a Trustee at the effective time. A signer of a consent may revoke the signer's consent in record form until the consent becomes effective.

Section 2.19 Conflict of Interest.

(a) Identification. An actual or potential conflict of interest arises when any of the following circumstances exists or is threatened:

(1) a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Trustee or Interested Officer;

(2) an opportunity within the scope of activities of the Foundation could be exploited by a Trustee or officer, a Trustee or officer's Family Member, or a Contracting Entity with respect to which there is an Interested Trustee or Interested Officer; or

(3) a proposed transaction or compensation arrangement involves a Disqualified Person.

(b) Procedure for Determining Whether a Conflict Exists.

(1) Disclosure Statements. Each Trustee and officer shall complete an annual Conflict of Interest Disclosure Statement, describing any interest of the Trustee or officer. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Trustee and officer is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the President to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Trustees. Attached at the end of this document is a sample Disclosure Statement.

(2) Additional Disclosure. If, during the course of a meeting of the Board of Trustees, a Trustee or officer present at the meeting is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Trustee or officer shall immediately disclose the material facts about his or her interest in the matter to the Board of Trustees. If, during the course of a meeting, the President, any Trustee or any officer present at the meeting believes that another Trustee or officer has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Trustees.

(3) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the Board of Trustees. The review shall be subject to the following process:

(i) Questioning of the Involved Trustee or Officer. It is the involved Trustee's or involved officer's duty to respond fully and frankly to any questions from the President or Trustees relating to the actual or potential conflict of interest.

(ii) Exclusion of the Involved Trustee or Officer. The involved Trustee or involved officer shall leave the Board meeting while the question of whether a conflict exists is discussed and voted upon.

(4) Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (d), below.

(c) Procedure after Determining the Existence of a Conflict.

(1) Appointment of Disinterested Individual or Committee to Investigate. In the event the Board of Trustees concludes that a conflict exists, the President or a majority of the disinterested Trustees present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.

(2) Board Action. The Board of Trustees may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Trustees present, provided that it has determined (I) that the transaction or arrangement is in the Foundation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Foundation; and (iii) after exercising due diligence, that the Foundation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. Approval of transactions involving Disqualified Persons shall be by a committee on which the affected Disqualified Person does not serve. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Committee and disinterested Trustees shall have obtained and relied upon appropriate comparability data in making their determination. Any involved Trustee or involved officer or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

Solely for purposes of this Section, the term "disinterested Trustee" shall mean a Trustee who is unrelated to and not under

the control of the Trustee, officer or Disqualified Person, as the case may be.

(d) Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

(e) Recordkeeping. In addition to the annual Disclosure Statements, each Trustee and officer annually shall sign a statement that the person (i) received a copy of the conflict of interest policy; (ii) has read and understands the policy; (iii) agrees to comply with the policy; (iv) understands that the policy applies to all committees of the Board; and (v) understands that the Foundation is a charitable organization and that in order to maintain its tax exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(f) Periodic Review. The Board of Trustees shall at least biannually conduct a review of the Foundation's activities to ensure that the Foundation is operating in a manner consistent with its charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests.

(g) Violation of Policy. Any Trustee, officer or Disqualified Person who violates the Foundation's conflict of interest policy, irrespective of whether he or she is doing so to protect the Foundation's best interests, shall be subject to disciplinary action by the President or the Board of Trustees, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.

(h) Definitions. The following words and phrases, when used in this section, shall have the meanings given to them in this subsection:

(1) Contracting Entity. Pay entity engaged in a transaction or arrangement with the Foundation.

(2) Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Section 4958 (f) (1) of the Code. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over the Foundation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the Foundation.

Control is established when the influential individual owns 35% or more of the organization. By way of illustration, a Disqualified Person is presumed to include (i) each voting Trustee; (ii) each officer of the Foundation with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the five highest compensated non-clerical employees of the Foundation and the five highest annual recipients of consideration, provided, in each case, that the remuneration received from the Foundation and/or its affiliates is greater than \$25,000 annually; and (iv) substantial contributors to the Foundation.

(3) Family Member. A spouse, sibling (whether by whole or half-blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchild, etc.) and the spouse of any sibling (whether by whole or half-blood) or lineal ancestor or descendant.

(4) Financial Interest. Directly or indirectly, through business, investment or a Family Member:

(a) An ownership or investment interest in any Contracting Entity;

(b) A compensation arrangement with the Foundation, with any Contracting Entity or with any individual with whom the Foundation has a transaction or arrangement; or

(c) An ownership or investment interest in, or compensation arrangement with, or with any entity or individual with which the Foundation is negotiating a transaction or arrangement.

The term “compensation” includes direct and indirect remuneration and substantial gifts and favors. In the event the Trustee or officer is not certain if a particular gift or favor is substantial, disclosure should be made. A Trustee or officer who has a Financial Interest in any affiliate of the Foundation shall be deemed to have a Financial Interest with respect to the Foundation as well.

(5) Interested Trustee/Interested Officer. A Trustee or officer who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.

ARTICLE III

Officers

Section 3.1 Enumeration. The officers of the Foundation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the Trustees may, from time to time, designate. All officers, other than assistant officers and the administrative officers described in Section 3.10, must be Trustees of the Foundation. The President and Vice President of the Board of Trustees shall be Attorneys.

Section 3.2 Term of Office and Tenure Limits. Each officer is limited to a single two year term in any one office. No officer shall be eligible to serve another consecutive term in the same office until one year has passed since his or her original term expired, except that the Vice President shall automatically succeed to the office of President and shall not be subject to term limits.

Section 3.3 Election. All officers, except for the President and administrative officers, shall be elected by the voting Trustees at every other annual meeting of the Board of Trustees or at a special meeting called for such purpose. The Vice President shall automatically succeed to the office of President.

Section 3.4 Vacancies. In the event the office of President becomes vacant, the Vice President shall become the acting President for the unexpired term. Any other vacancy may be filled by the Trustees entitled to vote. The President may, however, fill vacancies in any office for the period ending upon the date when such vacancy is filled by the Board of Trustees.

Section 3.5 President. The President shall serve as the Principal executive officer of the Foundation and as such shall be generally responsible for and have general supervision over the management and operation of the Foundation, subject to the control of the Board of Trustees. The President shall serve at the discretion of the Board of Trustees per section 3.12.

Section 3.6 Vice President. In the absence of the President or in the event of his or her inability to serve, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or the Board of Trustees.

Section 3.7 Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board of Trustees. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Trustees, shall affix the corporate seal at the direction of the President and, generally, shall perform all duties incident to the office of secretary of a corporation and such other duties as may be

required by law, by the Articles of Incorporation or by these bylaws, or which may be assigned from time to time by the Board of Trustees.

Section 3.8 Treasurer. The Treasurer shall supervise the financial activities of the Foundation. Generally, the Treasurer shall perform all duties incident to the office of treasurer of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees. Such duties specifically include, but are not limited to, the Treasurer presenting to the Board of Trustees at the annual meeting a report showing in appropriate detail, the following information:

- (a) the assets and liabilities of the Foundation;
- (b) the principal changes in assets and liabilities;
- (c) the revenue or receipts of the Foundation; and
- (d) the expenses or disbursements of the Foundation.

Furthermore, in order to comply with these requirements, the Treasurer shall see that (a) full and accurate accounts or receipts and disbursements are kept, (b) a system is in place such that all funds and other valuable effects are deposited in the name and to the credit of the Foundation in such depositories as shall be designated by the Board, (c) the Trustees at the regular meetings of the Board or whenever they may require it, receive a general account of the financial condition of the Foundation, and (d) an annual audit of the Foundation's books and records is performed by an independent certified public accountant selected by the Board and copies are provided to the Board of Trustees and the Board of Governors of the ACBA. The Treasurer shall cooperate with the Treasurer and Board of Governors of the ACBA with respect to the preparation of a consolidated audit, if any, of the Foundation and the ACBA. In performing these functions, the Treasurer may rely on employees of the Foundation or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the Foundation's financial affairs.

Section 3.9 Other Officers. The Board may provide for and elect such additional and assistant officers as it deems appropriate. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board of trustees from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Trustee solely by virtue of being an assistant officer.

Section 3.10 Administrative Officers. The Board shall appoint such administrative officers as it deems appropriate from time to time and may, by resolution, designate one or more of such administrative officers as ex-officio non-voting Trustees of the Foundation. Administrative officers may be paid a reasonable compensation for their services to the Foundation. Until changed by resolution of the Board, the Executive Director and Director of the Foundation shall serve as non-voting ex-officio Trustees. The Executive Director shall perform those functions and responsibilities assigned to him or her from time to time by the Board or President. Other administrative officers shall perform such duties as assigned from time to time by the Executive Director or other supervisor.

Section 3.11 Bonds. The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Foundation, in case of the officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind belonging to the Foundation in the officer's possession or under the officer's control.

Section 3.12 Removal of Officers. Any officer elected or appointed to office may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV

Committees

Section 4.1 Committees. The Foundation shall have the following standing committees: Executive Committee; Fellows Committee; Finance Committee; Development Committee; Lawyers' Fund Committee; Nominating Committee; Access to Justice Committee and 'Scholarship and Loan Committee. In addition there shall be such other standing and ad hoc committees, as the Board may deem advisable to administer and conduct the affairs of the Foundation. The President shall appoint the Chair of each Committee (other than the Executive Committee). A former Trustee of the Foundation shall serve as a member of the Joint Audit Committee of the ACBA, and the Treasurer of the Foundation shall be invited to attend the annual audit review meeting of the Joint Audit Committee as an ex-officio and nonvoting guest. The duties and responsibilities of the standing committees shall be as set forth in these bylaws or in any amendments thereto. The duties and responsibilities of any other committees shall be as set forth in the resolutions creating them and in amendments thereto as adopted by the Board.

Section 4.2 Appointments. Except as otherwise provided in these bylaws or in the resolution creating the applicable committee, committee chairpersons and members shall be appointed annually by the President and may be reappointed for unlimited terms. Persons who are not Foundation Trustees are eligible to serve as members of all committees, except for the Executive Committee. The President may appoint himself or herself as committee chairperson and/or member.

Section 4.3 Meetings. Committees shall meet as necessary to accomplish their goals. The chairperson of each committee shall determine the date and place of all committee meetings.

Section 4.4 Rules. Each committee shall have authority to adopt rules of procedure governing its affairs, consistent with these bylaws, resolutions adopted by the Board and the charitable purposes of the Foundation. The Board shall approve all rules and regulations. Contemporaneous minutes of committee meetings shall be kept, with due regard for the confidential nature of the Lawyers' Fund and its activities.

Section 4.5 Reports. Each committee shall submit to the Board an annual report of its administration and as the Board may from time to time require. The reports of the Lawyers' Fund shall maintain confidentiality, as is appropriate for the charitable purposes of the Lawyers' Fund.

Section 4.6 Reimbursement. The Board is authorized, in its discretion, to approve reimbursement for travel and reasonable expenses incurred by members of committees while attending committee meetings and in performing other official duties.

Section 4.7 Applicability of this Article. This Article shall apply to all committees of the Foundation. Nothing in these bylaws should be construed as limiting the ability of the Foundation to form joint committees with the ACBA.

Section 4.8 Limitation on Power of Committees. No committee shall have any power or authority as to the following:

- (a) The submission to Trustees acting in their capacity as voting members of the Foundation of any action requiring the approval of the voting members under these Bylaws and under 15 Pa. C.S.A. §5731 or otherwise under the NPCL.
- (b) The creation or filling of vacancies on the Board of Trustees.
- (c) The adoption, amendment or repeal of these bylaws.
- (d) The amendment or repeal of any resolution of the Board of Trustees, that by its terms is amendable or repealable only by the Board.
- (e) Action on matters committed by the bylaws or by an action of the Board of Trustees exclusively to another committee of the Board.

In addition to the above, the power and authority of any committee shall also be subject to limitations as set forth in the NPCL.

Section 4.9 Executive Committee. The Executive Committee shall consist of current officers (other than assistant and administrative officers) of the Foundation and the immediate past President of the Foundation, provided such person is then a Trustee of the Foundation. If the immediate past President is unable or unwilling to serve on the Executive Committee, that position shall not be filled. The Foundation's Executive Director or designee and Director of the Foundation may, when appropriate, attend such meetings in their non-voting, staff capacities. The current President shall either serve as or designate the Chairperson of the Executive Committee. The Chairperson may vote only to break a tie. The Executive Committee may act for the Board between meetings. The Executive Committee shall meet at the President's call or at the written request of not less than two (2) Executive Committee members. At least twenty-four (24) hours oral or written notice shall be given for such meetings. A quorum for conducting business at a meeting of the Executive Committee shall be no fewer than three (3) voting members. The President shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

- (a) The Committee shall annually review the compensation structure of all Bar Foundation staff and make recommendations to the Board of Trustees, conduct an annual performance review of the Executive Director and make recommendations to the Board of Governors of the Bar Association, and consider, as necessary from time to time, confidential Human Resource issues involving all Bar Foundation staff.

Section 4.10 Finance Committee. The Finance Committee shall consist of the ranking Vice President, the Treasurer, any assistant Secretary-Treasurer, and at least two (2) other persons appointed by the Foundation President. The Director of the Foundation may attend and the Chief Financial Officer or designee shall be permitted to attend meetings of the Finance Committee in advisory, non-voting capacities. The Treasurer shall serve as or designate the Chairperson of the Finance Committee. The Chairperson may vote only to break a tie. The Finance Committee shall meet at such times as the Treasurer may call, or at the written request of at least two (2) Finance Committee members. The committee shall act as the designee of the Board of Trustees to oversee all financial matters of the Foundation and its committees, and to make reports and recommendations to the Board.

Section 4.11 Development Committee. The Development Committee shall consist of at least five (5) persons appointed by the Foundation President. The President shall appoint the Chairperson of the Development Committee. The Chairperson may vote only to break a tie. The Director of the Foundation may attend meetings of the Development Committee in an advisory, non-voting capacity. The Development Committee is responsible for the Foundation's fundraising activities, including

establishing policy, developing new funding initiatives, evaluating current programs and events (in coordination with specific, ad hoc event committees), and working with the staff to develop campaign plans for annual giving and endowments.

Section 4.12 Access to Justice Committee. The Access to Justice Committee shall consist of at least five (5) persons, of whom three (3) must be Trustees of the Foundation. The Access to Justice Committee shall supervise Foundation programs relating to pro bono legal services, including the operations of the Pro Bono Center and such other Programs as the Board of Trustees determines from time to time. The director of the Pro Bono Center shall attend all meetings of the Assess to Justice Committee and shall regularly report to the Committee on the Center's activities. The director shall also file with the Committee an annual report promptly after the end of each fiscal year.

Section 4.13 Lawyers' Fund Committee.

(a) Committee; Appointment of Members; Term of Office

The Lawyers' Fund Committee shall consist of six (6) members who are appointed by the Foundation President with approval of the Foundation Board of Trustees. Terms are for three years, with the initial members appointed for staggered terms as follows: two (2) shall be appointed for a term of one (1) year; two (2) for a term of two (2) years; and two (2) for a term of three (3) years. The Vice President and Secretary and Treasurer of the Foundation Board shall serve as committee members *ex-officio* with vote. The President of the Foundation shall serve *ex-officio* without vote. With the exception of the *ex officio* committee members, no Lawyers' Fund committee member shall be eligible to serve more than two (2) consecutive full terms. Terms in duration less than the full three years shall not be counted when calculating the tenure limitation. A Lawyers' Fund committee member who has served two (2) consecutive full terms shall be eligible for appointment as a Lawyers' Fund committee member following a one (1) year break in service. The President shall fill any vacancy or vacancies as they may arise with approval of the Board. Each appointee shall serve for the balance of the unexpired term.

(b) Officers

The Lawyers' Fund Committee shall elect a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Secretary and Treasurer may be filled by one person.

(c) Lawyers' Fund Assets

The Lawyers' Fund Committee shall exercise management and financial controls necessary to provide reasonable assurance that all assets and resources are used to accomplish the charitable purposes for which they are intended.

(d) Corporate Fiduciary

The Foundation Board of Trustees shall adopt an investment policy that shall be reviewed on an annual basis. A corporate fiduciary or investment advisor may be appointed to receive, hold, manage, invest and reinvest the assets of the Lawyers' Fund subject to the approval and direction of the Board of Trustees. The funds will be professionally managed in accordance with the investment policy by the ACBA investment manager with oversight by the Investment sub-committee of the ACBA Finance Committee.

(e) Educational and Charitable Purposes

The Lawyers' Fund shall be operated for the following charitable purposes:

(1) Financial Assistance to Needy Lawyers: The Lawyers' Fund assists lawyers in Allegheny County or their immediate families who are in need. Financial assistance includes making loans without interest or security, paying advances to the immediate families, applying money to their relief or, after the death, advancing money to the families, including the costs of burial. Financial assistance may be provided to all members of the Allegheny County bar, whether or not they are members of the ACBA.

(2) Education: The Lawyers' Fund promotes the administration of justice in Allegheny County by disseminating educational information about relevant ACBA and ACBF activities and programs and by promoting public understanding of the function of the law and the role of the lawyer within the community.

(3) Stipends for Study and Public Interest Work: The Lawyers' Fund may award scholarships, fellowships and grants for research and writing in the study of the law and the administration of justice, and it may provide financial assistance to attorneys and law students working in public interest law positions.

(4) Law School Loans and Scholarships: The Lawyers Fund may make interest-free and unsecured loans to deserving law students and may create law school scholarships.

(5) Historical Preservation: The Lawyers' Fund may acquire, preserve and exhibit rare books and objects of art and items of historical interest having legal significance or bearing on the administration of justice.

Section 4.14 Nominating Committee. The Nominating Committee shall consist of not less than three persons, but not more than five persons, of whom three must be Trustees of the Foundation. Trustees serving the last year of their term are prohibited from serving on this committee. The President of the Foundation shall serve as the Chair of the Committee. The Committee shall prepare a slate of candidates for the Officer positions: Vice President, Secretary and Treasurer and the Trustee positions. The Committee shall submit the slate of Officer Candidates to the Board of Trustees at every other annual meeting of the Board of Trustees or at a special meeting called for such purpose. The slate of Trustee candidates shall be submitted to

the Board of Governors of the Allegheny County Bar Association fifteen days prior to the end of the fiscal year.

Section 4.15 Scholarship and Loan Committee. The Scholarship and Loan Committee shall consist of not more than twenty-five (25) persons to be appointed by the Foundation President and shall be responsible for the Foundation's scholarship and loan programs. In furtherance of that purpose, the Scholarship and Loan Committee may distribute funds from the Lawyers' Fund, the Louis Little Attorney's Memorial Fund, the James I. Smith, III Notre Dame Law Scholarship Fund and any named funds received hereafter. The Scholarship and Loan Committee shall establish policies and procedures consistent with these bylaws subject to the approval of the Board. The Scholarship and Loan Committee shall accept and review scholarship and loan applications, interview applicants and make recommendations for scholarships and loans for individuals attending approved law schools. The Scholarship and Loan Committee may recommend the distribution of funds directly to such law schools for the aforementioned purposes.

Section 4.16 Fellows Committee. The Fellows Committee shall consist of not more than fifteen (15) persons to be appointed by the Foundation President. The Fellows Committee shall oversee the Fellows Program in order to build the Foundation's Endowment and for the purpose of providing financial assistance and grants to law related organizations and other charitable purposes consistent with these bylaws. The Fellows Committee shall establish policies and procedures consistent with these bylaws subject to the approval of the Board. The Fellows Committee shall approve all nominations for Fellows and recommend them for election by the Board. The Fellows Committee shall coordinate the annual reception and dinner inducting new Fellows.

ARTICLE V

Limitation of Personal Liability of Trustees and Officers

Section 5.1 Limitation of Personal Liability of Trustees and Officers.

A Trustee or officer of the Foundation, as such, shall not be personally liable for monetary damages for any action taken unless the Trustee or officer has breached or failed to perform the duties of his or her office as Trustee and/or officer under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Trustee or officer and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Trustee or officer pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.

Recklessness, as defined in the laws of the Commonwealth of Pennsylvania, means a conscious disregard of substantial and unjustifiable risk and consideration of circumstances actually known to the Director making a decision on behalf of the

Corporation. In order to be considered reckless, the conscious disregard in said decision-making must involve a gross deviation from the standard of conduct that a reasonable person would observe in the Director's situation.

Section 5.2 Preservation of Rights. Any repeal or modification of this Article by the Foundation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Trustee or officer or former Trustee or former officer may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Trustee or officer of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI

Indemnification

Section 6.1 Mandatory and Permissive Indemnification. Unless in a particular case indemnification would be inconsistent with the requirements of Section 501 (c) (3) of the Code, the Trustees and officers of the Foundation shall be indemnified by the Foundation as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Foundation or otherwise) arising out of their service to the Foundation or to another organization at the Foundation's request, and persons who are not Trustees or officers of the Foundation may be similarly indemnified in respect of such services to the extent authorized at any time by the Board of Trustees. Individuals indemnified under this Section 6.1 shall have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 6.2 Power to Purchase and Maintain Insurance. The Foundation may purchase and maintain Insurance to protect itself and any Trustee, officer or other person against liability, cost or expense incurred in connection with any such action, suit, or proceeding.

Section 6.3 Miscellaneous. Each Trustee and officer of the Foundation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by statute shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, disinterested Trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article

by the members or the Board of Trustees of the Foundation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

ARTICLE VII

Bylaw Amendments

Section 7.1 Authority. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Trustees entitled to vote and present at a meeting at which there is a quorum; provided that the proposed action must also be approved prior to the effectiveness of the amendment by the ACBA in accordance with Section 2.2 of these bylaws.

Section 7.2 Notice. The Trustees of the Foundation shall be given at least ten (10) days' prior written notice of any meeting of the Trustees at which proposed changes to the Bylaws of the Foundation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

CONFIDENTIAL

Name: _____

ALLEGHENY COUNTY BAR FOUNDATION (the "Foundation")

Conflict of Interest Disclosure Statement

I. Employment

1. Current Employer

2. Position

3. To the best of your knowledge, does your employer offer any service (e.g., medical, legal, accounting) or product to, or do business with, the Foundation?

Yes _____

No _____

4. If yes, what is the service/product and what is the estimated annual dollar volume of such business?

II. DIRECT AFFILIATIONS

If you (a) have an ownership or investment interest in or compensation arrangement with; or (b) are an uncompensated director, trustee or officer of any entity that provides services or products for the Foundation or contracts with the Foundation, please complete page 2.

III. INDIRECT AFFILIATIONS

If any Family Member (a) has an ownership or investment interest in or compensation arrangement with; or (b) serves as an uncompensated director, trustee or officer of, any entity that provides services or products to the Foundation, contracts with the Foundation or competes with it, please complete page 3.

DIRECT AFFILIATIONS

- | | |
|---|--|
| <p>(a) Name of entity:</p> <p>(b) How long have you been associated with the entity?</p> <p>(c) What is the nature of your relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests)</p> <p>(d) Have you served as an officer, director or trustee of the entity? If yes, when?</p> <p>(e) In what capacity will you be serving for the next 12 months?</p> <p>(f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity?</p> | <p>(a) Name of entity:</p> <p>(b) How long have you been associated with the entity?</p> <p>(c) What is the nature of your relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests)</p> <p>(d) Have you served as an officer director or trustee of the entity? If yes, when?</p> <p>(e) In what capacity will you be serving for the next 12 months?</p> <p>(f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity?</p> |
|---|--|

INDIRECT AFFILIATIONS

- | | |
|--|---|
| (a) Name of entity: | (a) Name of entity: |
| (b) Name of family member: | (b) Name of family member |
| (c) How long has the family member been associated with the entity? | (c) How long has the family member been associated with the entity? |
| (d) What is the relationship with the entity? | (d) What is the relationship with the entity? |
| (e) Has the family member served as an officer, director or trustee? If yes, when? | (e) Has the family member served as an officer, director or trustee? If yes, when? |
| (f) In what capacity will the family be member serving for the next 12 months? | (f) In what capacity will the family be member serving for the next 12 months? |
| (g) What is the annual dollar volume if any, between the Foundation (and its affiliates) and the entity? | (g) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and the entity? |