

BYLAWS OF THE PHILADELPHIA BAR FOUNDATION
As amended September 9, 2008

ARTICLE I

NON-MEMBER CORPORATION

Section 1. The Foundation shall have no members entitled to vote on any matter. Any provision of the Pennsylvania Nonprofit Corporation Law or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the Foundation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent, or other action by the Board of Trustees.

ARTICLE II

TRUSTEES

Section 1. The business and affairs of the Foundation shall be managed by a Board of Trustees. The Board of Trustees shall consist of no more than twenty four (24) and no fewer than eighteen (18) Trustees elected, including officers and designated Trustees. There shall be three (3) designated Trustees, including the Chancellor, Chancellor-Elect and Executive Director of the Philadelphia Bar Association.

- A. The persons presently acting as Trustees shall continue to serve as such until their terms expire and until their respective successors shall be designated.
- B. Honorary Trustees. The Board of Trustees may from time to time designate one or more persons an Honorary Trustee. Each Honorary Trustee shall serve for a term of three (3) years or such other term as the Board of Trustees may from time to time determine. Such Honorary Trustees shall hold a non-voting seat on the Board of Trustees and shall be

entitled to all other benefits and privileges associated with the office of a Trustee.

Section 2. Term of Office. Elected Trustees shall serve a term of three (3) years and until their respective successors shall be elected; provided, however, that no elected Trustee shall serve more than two (2) consecutive terms.

Any unexpired term created by the resignation, death or total incapacity to act of any Trustee may be filled by a vote of the majority of the remaining Trustees, though not less than a quorum.

Whenever a vacancy among the elected Trustees is created by the election of a Trustee to an office listed as a Designated Trustee, that position shall be vacant and may be filled upon recommendation of the Board Development Committee.

Section 3. The annual meeting of the Board of Trustees shall be held in December of each year, and, if a quorum of Trustees be then present, no notice of such meeting shall be necessary. At such meeting, if a quorum shall be present, the Board of Trustees shall elect Trustees and officers for the ensuing year and shall also transact such other business as may properly come before the meeting. In addition to such meeting, regular meetings of the Board of Trustees shall be held at such times and at such places as the Board of Trustees may from time to time determine.

Section 4. Special meetings of the Board of Trustees may be called at the discretion of the President and shall be called by the President at the written request of any five (5) Trustees. Any such request shall state the general nature of the business to be transacted at such meeting. The date, hour and place of holding a special meeting shall be fixed by the President. A special

meeting of the Board of Trustees shall be held within ten (10) days after the President's receipt of a written request therefor.

Section 5. The President or the Secretary shall give to each Trustee not less than five (5) days' written notice of each regular and special meeting. The notice shall state the date, hour and place of the meeting, and in case of a special meeting, shall also state the general nature of the business to be transacted.

Section 6. Six (6) voting members of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees.

Section 7. Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the voting Trustees and shall be filed with the Secretary.

Section 8. One or more Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all Trustees so participating shall be deemed present at the meeting.

Section 9. Any member of the Board of Trustees who misses three consecutive meetings of the Board of Trustees may be removed from the Board of Trustees by the Executive Committee except for good cause shown.

ARTICLE III

OFFICERS

Section 1. The officers of the Foundation shall be a President, a President-elect, a Vice President, a Secretary and a Treasurer. The President, President-elect, Vice President, Secretary and Treasurer each shall be serving as a Trustee at the time of election. The officers shall perform such duties as are required of them by these Bylaws, shall perform such other functions as are appropriate to such office, and shall perform such duties as may be fixed by the Board of Trustees. The Board of Trustees may appoint an Assistant Treasurer and an Assistant Secretary and such additional officers as the Board of Trustees may from time to time determine to be appropriate. No Person may hold more than one (1) office at any time nor serve more than one (1) term in any office, provided that the foregoing restrictions shall not apply to the office of Secretary, Treasurer, Assistant Secretary or Assistant Treasurer.

Section 2. The President of the Foundation shall serve a term of two (2) years. The Secretary and Treasurer shall be elected annually by the Board of Trustees; the Vice President and President-elect shall be elected to said office in alternating years: The Vice President shall not automatically succeed to the office of President-elect, except in the following instance: The individual elected to serve as President-elect at the end of the first year of the then-serving President's term in office, shall also serve as Vice President. The President-elect shall automatically succeed to the office of President upon the expiration of the term of the President or immediately upon a vacancy in the office of President.

Section 3. Each term of office shall continue until the day that a successor is elected to said office, unless such term is ended earlier by the Board of Trustees. Vacancies may be filled and new offices created and filled at any meeting of the Board of Trustees.

Section 4. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation would be served thereby. All officers and assistant officers shall serve without compensation.

Section 5. The President shall be chief executive officer of the Foundation, shall chair meetings of the Board of Trustees and shall perform the duties set forth in these Bylaws. The President shall be an ex-officio member of all committees of the Foundation. The President shall appoint such special committees as may be authorized by the Board of Trustees, and appoint and remove the members of such special committees, provided that the members in each instance need not be Trustees. The President may appoint to and remove from membership on any standing committee persons in addition to those specified in Article V, provided that the members in each instance need not be Trustees. The President shall perform all other duties usually incident to the office of President and such duties as from time to time may be assigned by the Board of Trustees.

Section 6. The President-elect shall perform such duties as may be assigned by the President and shall perform the duties of the President in the absence of the President. The President-elect shall be a member of the Financial Committee and shall perform such other duties as provided in these Bylaws.

Section 7. The Vice President shall perform such duties as may be assigned by the President and shall perform the duties of the President in the absence of the President and President-elect. The Vice President shall perform such other duties as provided in these Bylaws.

Section 8. The Treasurer shall have custody of all the funds and securities and investments, including endowment funds, of the Foundation and shall keep full and accurate account of receipts and disbursements in the books of the Foundation. The Treasurer shall

deposit all moneys and other valuables in the name and to the credit of the Foundation in such depositories as directed by the Financial Committee under the guidance of the Board of Trustees. The Treasurer shall provide the Board of Trustees at least quarterly with unaided reports of the Foundation's assets, liabilities, income and disbursements. The Treasurer shall be a member of the Financial Committee, shall perform such other duties as are provided in these Bylaws, shall perform all other duties usually incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Financial Committee or the Board of Trustees.

Section 9. The Secretary shall keep the minutes of the meetings of the Board of Trustees; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be the custodian of the records and seal of the Foundation; and shall perform all other duties usually incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board of Trustees.

ARTICLE IV

ADVISORY BOARD

Section 1. The Board of Trustees shall establish an Advisory Board to support the mission and resource needs of the Foundation. The Advisory Board shall be representative of the legal community and of the broader community served by the Foundation.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. The Executive Director of the Foundation shall be designated by the Board of Trustees at its annual meetings and shall serve at the pleasure of the Board of Trustees.

Section 2. The Executive Director shall perform all duties usually incident to the office of Executive Director and any additional duties as assigned by the President or the Board of Trustees.

ARTICLE VI

COMMITTEES

Section 1. The Standing Committees of the Board of Trustees shall be the Executive, Grants, Financial, Fundraising and Board Development Committees. Unless sooner removed by the President, the members of any Standing Committee and any other committee authorized hereunder shall serve until their successors are appointed.

Section 2. The Executive Committee shall be comprised of the President, President-elect, Vice President, Secretary and Treasurer of the Foundation. The Executive Committee may act on behalf of the Board of Trustees with respect to emergency matters which arise between meetings of the Board of Trustees, except that the Executive Committee shall not be authorized to make grants from the Endowment Fund.

Section 3. The Grants Committee shall be comprised of not less than five (5) Trustees designated by the President.

Section 4.

- A. The Financial Committee shall be comprised of the following: the Treasurer, the President or President-elect of the Foundation, and a minimum of three (3) Trustees to be designated by the President. The Executive Director of the Philadelphia Bar Association shall be a member of the Financial Committee
- B. The duties of the Financial Committee shall be to:

1. Oversee the maintenance of the financial records of the Foundation.
2. Recommend to the Board of Trustees an independent auditor for the annual audit of the Foundation and secure and distribute the auditor's report to the Board of Trustees not later than June 1 of each year.
3. Invest and supervise, subject to the general guidance of the Board of Trustees, the investment and management of funds, including the endowment funds in the custody and control of the Foundation and, in conjunction therewith, the Committee may seek professional investment advice.

Section 5.

- A. The Board Development Committee shall be comprised of a chair to be appointed by the President of the Foundation, and shall be a Trustee at the time of appointment. The committee shall consist of three (3) Trustees, including .
 1. Three (3) Trustees, including the Executive Director of the Philadelphia Bar Association, and such other members as the President shall appoint.
- B. The Board Development Committee shall be responsible for the recruitment, nomination, orientation and evaluation of Board members, as consistent with the mission of the Foundation.

C. The Board Development Committee shall also nominate the following officers of the Foundation: the Vice President; the Secretary; and the Treasurer. Whenever there are additional vacancies among the officers or Trustees of the Foundation, the Nominating Committee shall nominate persons to fill those positions.

Section 6. The Board of Trustees may from time to time establish one (1) or more additional committees. Such committees shall exist at the pleasure of the Board of Trustees and shall be vested with such authority and carry out such duties as the Board of Trustees shall specify. The President shall appoint the chairs of all committees.

ARTICLE VII

GIFTS, DONATIONS, BEQUESTS AND GRANTS

Section 1. The Foundation is empowered to accept gifts and bequests for the purposes specified in the Articles of Incorporation. The Board of Trustees of the Foundation is empowered to make grants, and disburse funds pursuant thereto, to (i) organizations which have obtained exempt status under Section 501(c)(3) of the Internal Revenue Code, or any successor provision, or (ii) other qualifying persons or entities which may be consistent with the Internal Revenue Code and Regulations.

Section 2. Unless some designated special purpose accompanies a gift or bequest, the Board of Trustees may use the principal or income therefrom for any of the purposes specified in the Articles of Incorporation.

ARTICLE VIII

ENDOWMENT

Section 1. The Foundation shall add to the Endowment Fund the contributions made through the Hamilton Circle and such other revenues as the Board of Trustees shall determine from time to time.

Section 2. "The Foundation shall administer the Endowment Fund in the following manner:

a. For the purpose of supporting yearly grantmaking, by supplementing its annual fundraising efforts, the Foundation may withdraw from the Endowment Fund an amount each year not to exceed 5% of the average year-end valuation of the Endowment Fund for the preceding four years. The exact percentage to be withdrawn in a given year shall be determined by the Board of Trustees.

b. No other portion of the principal or income of the Endowment Fund may be used by the Foundation for any purpose.

ARTICLE IX

FISCAL PROVISIONS

Section 1. The fiscal year of the Foundation shall be the calendar year.

Section 2. Any of the funds of the Foundation on deposit with any bank or trust company may be drawn upon or withdrawn on the signature of the Executive Director or any one or more of the officers of the Foundation as the Board of Trustees shall determine by resolution, provided, however, that any instrument or withdrawal in excess of \$1,500 requires two such signatures.

Section 3. The books and accounts of the Foundation shall be audited annually by an independent certified public accountant, who shall be selected by the Board of Trustees. The

audit report shall contain the information set forth in Article IX, Section 1 of these Bylaws. A copy of each such audit report shall be delivered to each Trustee as provided by Article V, Section 4 of these Bylaws and shall also be published annually in a publication sent to members of the Philadelphia Bar Association on a regular basis. The books of account of the Foundation and the audit reports shall be open for inspection by any member of the Board of Trustees at all reasonable times.

Section 4. Operating expenditures of the Foundation shall be budgeted on an annual basis by the Board of Trustees for the next fiscal year and shall be administered by the Executive Director.

ARTICLE X

ANNUAL REPORT

Section 1. The President and Treasurer shall present annually to the Board of Trustees a report, verified by the President and Treasurer, showing in appropriate detail the following:

- A. The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year immediately preceding the date of the report.
- B. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- C. The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Foundation.
- D. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the year immediately preceding the date of the

report, including separate data with respect to each trust fund held by or for the Foundation.

Section 2. Such annual report shall be filed with the minutes of the Board of Trustees.

Section 3. The Foundation shall provide an annual report of activities to the Board of Governors of the Philadelphia Bar Association and shall promptly respond to any reasonable request for information.

ARTICLE XI

REAL ESTATE

Section 1. The Foundation shall not purchase, lease, sell, mortgage, lease away, or otherwise acquire or dispose of real estate unless authorized by the vote of two-thirds (2/3rds) of the members of the Board of Trustees entitled to vote.

ARTICLE XII

LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Trustee or officer of this Foundation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Trustee or officer has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Trustee or officer for payment of taxes pursuant to local, state or federal law.

Section 2. The Foundation shall indemnify any Trustee or officer, and may indemnify any other employee or agent, 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, including action by or in the right of the Foundation, by reason of the fact that the person is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. Trustees, officers, employees or agents of the Foundation shall be deemed to be persons acting as trustees, officers, employees or agents of another corporation at the request of the Foundation. No indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3. The Foundation shall pay expenses incurred by a Trustee or officer, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding, who may be indemnified under Article XI, Section 2 in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation.

Section 4. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue

as to a person who has ceased to be a Trustee, officer, employee or agent of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Foundation shall have the authority to create a fund of any nature, which may, but need not be, under the control of an independent trustee, or otherwise secure or insure in any manner any indemnification obligations undertaken by the Foundation. The authority granted by this Article XI, Section 5 shall be exercised by the Board of Trustees of the Foundation.

Section 6. The indemnification provisions of this Article XI, Sections 2 through 5, shall apply to any actual or alleged breach of performance of duty, failure of performance of duty, action, or inaction of any person who is indemnified hereunder occurring on or after the adoption of these Bylaws.

ARTICLE XIII

CONFLICTS OF INTEREST

Section 1. It is recognized that occasions may arise when a member of the Board of Trustees or an officer of the Foundation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Foundation and of its Board of Trustees that:

(a) Any material facts as to such financial interest shall be disclosed by such Trustee or officer to the members of the Board or committee.

(b) The Trustee or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Trustee or officer may be counted in determining the quorum for the meeting at which the matter is voted upon.

The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or officer abstained from voting.

(c) No contract or transaction in which a Trustee or officer has a financial interest shall be knowingly entered into by the Foundation unless it has been authorized in good faith by the Board of Trustees in accordance with the Pennsylvania Nonprofit Corporation Law.

ARTICLE XIV

GENERAL PROVISIONS

Section 1. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Pennsylvania Nonprofit Corporation Law.

Section 2. The Board of Trustees shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Foundation and the year and state of incorporation.

Section 3. All checks or demands for money and notes of the Foundation shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time designate.

Section 4. Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section 5. An original or duplicate record of the proceedings of the Trustees and other bodies, the books or records of account and the Bylaws, shall be kept at the registered office or principal place of business.

Section 6. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation 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 purposes.

ARTICLE XV

AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the Trustees then in office entitled to vote and present at any regular or special meeting of the Board of Trustees; provided, however, that the Board of Trustees may not vary the provisions of Article III, Section 1, hereof, except by a unanimous vote of the Board of Trustees.

Amendment of February 3, 2005

WRITTEN CONSENT OF TRUSTEES

The undersigned, being all of the members of the Board of Trustees (“Trustees” or “Board”) of the Philadelphia Bar Foundation (“Foundation”), a not-for-profit corporation organized under the laws of Pennsylvania, do by this writing consent to take the following actions and to adopt the following resolutions:

WHEREAS, at the meeting of the Board of Trustees held on February 1, 2005, by unanimous vote of all Trustees present, the Trustees recommended that Article XV of the Foundation’s Bylaws be amended to permit approval of all Bylaw changes by a majority vote of the Trustees and that this Consent be circulated to obtain full Board approval of the proposal;

WHEREAS, the recommended amendment requires unanimous approval by the Board because it would delete a Bylaw provision that requires action by unanimous approval of the Trustees, a requirement of 15 Pa. C.S. @ 5504(d);

WHEREAS, several Trustees were absent from the Trustees’ meeting held on February 1, 2005, which prevented the proposed action from being taken;

WHEREAS, Article XV of the Foundation’s Bylaws currently states:

“These Bylaws may be altered, amended or repealed by a majority vote of the Trustees then in office entitled to vote and present at any regular or special meeting of the Board of Trustees; provided, however, that the Board of Trustees may not vary the provisions of Article III, Section 1, hereof, except by a unanimous vote of the Board of Trustees”;

WHEREAS, Article III, Section 1, states:

OFFICERS

Section 1. The Officers of the Foundation shall be a President, a President-elect, a Vice President, a Secretary and a Treasurer. The President, President-elect, Vice President, Secretary and Treasurer each shall be serving as a Trustee at the time of election. The officers shall perform such duties as are required of them by these Bylaws, shall perform such other functions as are appropriate to such office, and shall perform such duties as may be fixed by the Board of Trustees. The Board of Trustees may appoint an Assistant Treasurer and an Assistant Secretary and such additional officers as the Board of Trustees may from time to time determine to be appropriate. No Person may hold more than one (1) office at any time nor serve more than one (1) term in any office, provided that the foregoing restrictions shall not apply to the office of Secretary, Treasurer, Assistant Secretary or Assistant Treasurer.

RESOLVED THAT:

1. Article XV of the Foundations' Bylaws is amended to read as follows:

“These Bylaws may be altered, amended or repealed by a majority vote of the Trustees then in office entitled to vote and present at any regular or special meeting of the Board of Trustees.”

2. We direct that this Consent be filed with the Secretary of the Foundation.

3. This Consent is executed pursuant to 15 Pa. C.S. @ 5727, which authorizes the taking of action by the Board of Trustees by unanimous written consent without a meeting.

4. This Consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, each of us has executed this Consent.