



PHILADELPHIA  
BAR ASSOCIATION

ELECTION

# **BAR ASSOCIATION ELECTION**

## **TABLE OF CONTENTS**

### Section

- 1) Bylaws: Article V -- Nominations and Elections
- 2) Elections Committee
- 3) Election Calendar
- 4) Duties, Responsibilities and Expectations of Board Members/Officers
- 5) Waiver
- 6) Consent Form

**Section 1:**  
**Bylaws: Article V-Nominations and  
Elections; Terms of Office**

## **ARTICLE V    NOMINATIONS AND ELECTIONS; TERMS OF OFFICE**

**5.1                    Annual Association Election.** Each year, the following shall be elected by the Members:

5.1.1                    A Vice Chancellor to serve for a term of one year with an automatic annual succession to the offices of Chancellor-Elect and Chancellor, respectively;

5.1.2                    A Treasurer, an Assistant Treasurer, a Secretary and an Assistant Secretary, for a term of one year each;

5.1.3                    Five Board Members for a term of three years each;

5.1.4    In the event of a vacancy as provided in Section 3.16.8 with respect to an elected Board Member, and in accordance with the provisions of Section 3.10.2, a person to fill such vacancy for the balance of the term of that Board Member.

**5.2                    Terms Of Office.** Unless otherwise provided by Section 3.16, the terms of office of those elected pursuant to Section 5.1 shall begin on the first day of the calendar year immediately following the Annual Meeting.

### **5.3                    Elections Committee; Composition.**

5.3.1                    There shall be an Elections Committee which shall consist of the Immediate Past Chancellor, who shall serve as Chair, and a minimum of five and a maximum of ten committee members, all of whom shall be appointed by the Chancellor, with approval of the Board. The membership of the Elections Committee should reflect the diversity of the Association's membership. The term of members of the Elections Committee shall end on December 31 of the year in which they were appointed.

5.3.2                    No person who has accepted appointment to the Elections Committee may be a candidate for any office of the Association in the year in which such member serves or has served on the Elections Committee.

5.3.3                    A vacancy in the membership of the Elections Committee shall be filled by the Chancellor.

### **5.4                    Duties And Procedures Of The Elections Committee.**

5.4.1                    The Elections Committee shall actively seek eligible candidates for the offices and positions to be filled on the Board. The Elections Committee shall actively seek and recruit candidates of diverse backgrounds, including those who have been historically underrepresented as officers and Board Members.

5.4.2                    As often as the Elections Committee shall determine, but in no event

less than on three separate days the last of which shall be on or before October 15 of each year, the Secretary shall cause a notice to be Published listing the offices to be filled and requesting nominations for such offices.

5.4.3 The Elections Committee shall adopt such rules and procedures as it shall deem appropriate for the conduct of its business to the extent not inconsistent with these Bylaws.

5.4.4 The Elections Committee and its members shall not endorse, evaluate or rank any candidate; provided, however, that members of the Election Committee may sign nominating petitions to be filed pursuant to Section 5.3.1.

## **5.5 Nominating Procedure.**

A Member may become a candidate for an office of the Association or for the Board of Governors, by:

5.5.1 Delivering to the Secretary or the Secretary's designee, by a date set by the Elections Committee, nominations in writing which, for candidates of the Board, must be signed by at least 25 Members who are entitled to vote; for candidates for Secretary, Treasurer, Assistant Secretary and Assistant Treasurer, shall be signed by at least 35 Members who are entitled to vote; and for candidates for Vice-Chancellor, shall be signed by at least 100 Members who are entitled to vote; and,

5.5.2 Submitting a written authorization, in a form to be provided by the Elections Committee, for the Disciplinary Board to release any record of discipline on such person; and,

5.5.3 Submitting such biographical information as the Elections Committee may reasonably request.

5.5.4 Only nominations made in accordance with this Section 5.3 shall be considered for a vote of the Members.

## **5.6 Election Forums.**

5.6.1 On or before September 15 of each year, the Elections Committee shall schedule one or more election forums to allow each candidate for office to make an oral presentation. The forums shall take place after the period for submission of nominating petitions has closed.

5.6.2 The Elections Committee shall set and Publish guidelines and procedures for the election forums; and provide for the wide dissemination to the Members of the candidates' qualifications and forum presentations.

5.6.3 The Chair of the Elections Committee or designee will preside over the forum(s), which shall be open to the Members.

## **5.7 Final Candidates.**

5.7.1 The Secretary shall have Published on or before November 10 of each year a list of the candidates to be voted upon in alphabetical order.

5.7.2 If a vacancy occurs in any of the positions to be elected at any time prior to the time the person to be elected takes office, such vacancy shall be filled as provided for in Section 3.16.

## **5.8 Voting.**

5.8.1 If there is a contest for any office to be filled, the election shall be conducted electronically over the Internet pursuant to procedures established by the Board to preserve the confidentiality of the Member's vote and the integrity of the voting process. The position of the nominee on the ballot shall be determined by lot. The drawing of lots shall be conducted by the Judge of Elections on or before November 10 of each year in the presence of the nominees and/or their representatives. The form of the ballot shall be prescribed by the Board.

5.8.2 If any position to be filled in an election is uncontested after the close of nominations, the name of the candidate shall not appear on the ballot and the Secretary shall cast a unanimous ballot in favor of such nominee.

5.8.3 Voting shall commence on a date and time to be determined by the Elections Committee which shall be no less than fourteen days prior to the date set for the Annual Meeting and shall conclude at a time on the day of the Annual Meeting to be determined by the Elections Committee. In the event of an internet outage or similar occurrence that makes general voting impossible on one or more days or parts of days, a majority of the Chancellor, Chancellor Elect and Vice Chancellor may extend the time for voting for a period of time which, a majority of the Chancellor, Chancellor Elect and Vice Chancellor determine is reasonable under the circumstances.

## **5.9 Appointment Of Election Officials; Report.**

The Chancellor shall appoint from among the Members, with the approval of the Board, a Judge of Elections. The Judge of Elections shall have the power to resolve any dispute regarding the validity of any vote cast, the right to vote or a claim of infringement of the right to vote; and the Judge of Election's decision shall be final and binding on all parties. The Judge of Elections shall close the voting, certify the election results and report the election results to the Chancellor, who shall forthwith cause the names of those elected to be Published. The powers of the Judge of Elections shall be limited to the authority granted to the Judge of Elections pursuant to this Section 5.9.

## **5.10 Voting Qualifications.**

If a Member is delinquent in the payment of dues for the current year, such Member shall not be entitled to vote in the annual election. A Member who cures such delinquency at any time prior to voting shall be eligible to vote.

## **Section 2:** **Elections Committee**

**Philadelphia Bar Association  
Election Committee  
2020**

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**Section 3:**  
**Election Calendar**

## **2020 ELECTION CALENDAR** **PHILADELPHIA BAR ASSOCIATION**

August 27, 2020	BOG Mtg. - Election Committee Appointed
August - October 15, 2020	Published listing announcing the open positions no less than 3x (§5.4.2 on or before October 15 <sup>th</sup> ) (1) September 2020, Philadelphia Bar Reporter (2) Week of September 14,2020 The Legal Intelligencer (3) October 2020, Philadelphia Bar Reporter (4) Week of October 5, 2020, The Legal Intelligencer
September 9, 2020	4:00 p.m. – Zoom Video Conference Election Procedure Committee Meeting (Meeting#1) - set meeting dates, forum dates, and procedures – (§5.6.1, on or before September 15 <sup>th</sup> the elections committee shall schedule one or more elections forum)
September 10, 2020	Update Website with election calendar
September 11, 2020	Send “Nuts & Bolts” announcement out on HTML blast to membership, post in Bar Reporter on-line and website home page. Send reminder on September 16 and September 22
September 23, 2020	<b>9:00 a.m.</b> – Zoom Video Conference Candidate “NUTS & BOLTS” Session (Meeting #2) - discuss potential candidates, forum details and distribute model Bar Reporter Ad
October 15, 2020	<b>YLD CANDIDATE NOMINATION DEADLINE - (40) Days prior to Commencement of Voting</b>
October 22, 2020	<b>BOARD OF GOVERNORS AND OFFICERS CANDIDATE NOMINATION DEADLINE</b>
October 23, 2020	Communications to publish candidates
October 23, 2020	Send Candidates Forum procedures.

October 23, 2020	5:30pm - Zoom Video Conference Elections Committee Meeting (Meeting#3). Meeting with Candidates to draw lots to determine ballot position, and review Campaign Rules and Election Forum Procedures with candidates. (§406, drawing of lots shall be conducted on or before November 10 <sup>th</sup> )
October 26, 2020	5:00 p.m. Deadline to withdraw from Election
October 26, 2020	Listing Request –Announcing the candidates running <i>Bar Reporter Online</i> – (§5.7, on or before November 10 <sup>th</sup> ) (1) November 22 – December 8 <i>The Philadelphia Bar Reporter</i> – (§5.7) (2) November issue Listing Request – <i>Annual Meeting Notice</i> – (§5.7) (3) on or before November 10 (4) Legal Intelligencer October 29 and November 12
November 4, 2020	Send Ballot contents to on-line election company.
November 5, 2020	5:00 p.m. – Zoom Video Conference Elections Forum
November 11, 2020	Test ballot sent to on-line election company
November 16, 2020	Final test of ballots
November 16, 2020	BRO/HTML run announcement of online voting (same add as November 10, 2016) and include alpha listing of candidates.
November 18, 2020	5:00 p.m. - Zoom Video Conference Election Forums Diversity in the Profession
November 23, 2020 December 8, 2020	Periodically submit email lists (for members who have paid)
November 24, 2020	Intelliscan -Email online election ballots to paid members and mail voting instructions to those members for whom we do not have an email or whose email bounces back.
November 30, 2020	Last day to pay dues in order to receive an online ballot.
December 2, 2020	<u>Intelliscan</u> -Reminder Email online election ballots to paid

members

December 7, 2020

Intelliscan -9:00 a.m. Final reminder to voters

December 8, 2020

5:30 p.m. Voting Ends

5:30 p.m. Polls close

**Section 4:**  
**Duties,**  
**Responsibilities and**  
**Expectations of**  
**Board**  
**Members/Officers**



**Duties, Responsibilities and Expectations  
of  
Board  
Members and  
Officers**

**Attend**

- Attend all Board meetings and meetings of any Board committees to which you are appointed.
- Attend Quarterly Meetings, the Bench Bar Conference, Chancellor and Community Forums and other major events hosted by the Bar Association.

**Engage**

- Actively participate in discussions at Board meetings.
- Bring relevant issues and topics to the Board by proposing resolutions or suggesting discussion items for the agenda.
- Bring relevant issues and topics to the membership by suggesting topics for forums, communications or programs.
- Review and meet the goals of the Association's Diversity and Inclusion Action Plan.
- Take on pro bono matters and comply with the Board's pro bono requirement.
- Communicate Board action and announcements to constituencies you represent, as applicable.
- Be aware of the Association's policy on speaking for the Association before communicating with anyone in the media and comply with this policy.
- Promote the Association's events and programs on your social media.

**Cultivate**

- Target and recruit potential members to join the Association, encourage members to renew their membership in the Association, and participate in efforts to attract and retain members.
- Assist in marketing initiatives with our business partners, including USI, BPU, LawPay and ALM.
- Identify other potential business partners and sponsors for Association events.
- Suggest and help implement ways to add value to membership.
- Encourage active members of the Association to run for the Board of Governors or other Bar officer positions.
- Fulfill any Board financial or other commitment to the Bar's budget which may be set by the Board during the budget process at the end of the prior fiscal year.

**Philadelphia Bar Association  
Conflict of Interest Policy and Acknowledgment Form**

In their capacity as Board Members, the members of the Board (the "Board") of the Philadelphia Bar Association (the "Association") must act at all times in the best interests of the Association. The purpose of this policy is to help inform Board members about what constitutes a conflict of interest, to assist the

Board members in identifying and disclosing actual and potential conflicts, and to help ensure the avoidance of known conflicts of interest.

**CONFLICT OF INTEREST POLICY**

1. A conflict of interest is involvement in a transaction, representation or relationship which presents or may present a conflict between a Board Member's fiduciary obligations to the Association and the Board Member's personal, individual business, third-party, and other interests.
2. All conflicts of interest are not necessarily prohibited or harmful to the Association; however, full disclosure of all actual and potential conflicts is required.
3. All actual and potential conflicts of interest shall be disclosed by Board Members prior to discussion and vote upon any issue before the Board of Governors. The affected Board member shall then recuse him or herself from both the discussion about and vote on the issue in which there is a conflict or potential conflict of interest. Should the Board member not be certain if the situation requires recusal, guidance shall be sought from the Chancellor and/or Counsel to the Board. Recusals from discussion and vote at the Board level shall be so noted in the Minutes of the meeting where such recusal occurred.
4. On an annual basis, all Board Members shall be provided with a copy of this policy and required to complete and sign the acknowledgment form below. All completed forms shall be provided to and reviewed by the Secretary of the Association.

**ACKNOWLEDGEMENT**

I have read the Philadelphia Bar Association's Conflict of Interest Policy set forth above, and agree to comply fully with its terms and conditions at all times during my service as a Philadelphia Bar Association Board Member.

\_\_\_\_\_  
Board Member signature:

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Board Member Printed Name:

**PHILADELPHIA BAR ASSOCIATION  
BOARD OF GOVERNORS ADOPTED:  
September 24, 2009**



**Section 5:**  
**Waiver**



PHILADELPHIA  
BAR ASSOCIATION

**WAIVER OF CONFIDENTIALITY**

TO: The Supreme Court of Pennsylvania Disciplinary Board

I hereby authorize you to supply the Elections Committee of the Philadelphia Bar Association with any information regarding any disciplinary action that has been taken against me.

This does not authorize any other disclosure to anyone else for any purpose not provided by law.

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(Signature)

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Please Print)

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(Date)

**Section 6:**  
**Consent Form**



PHILADELPHIA  
BAR ASSOCIATION

**CANDIDATE CONSENT FORM**

I hereby give consent to the Philadelphia Bar Association to record my participation at the November 5, 2020 and November 18, 2020 Elections Forums via Zoom and to have the recordings posted on the Philadelphia Bar Association's website for viewing.

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(Signature)

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Please Print)

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(Date)