



**AMERICAN INNS OF COURT FOUNDATION  
CHARTER NO. 218**

**JAMES S. BOWMAN  
AMERICAN INN OF COURT  
BY-LAWS**

**ARTICLE I  
GENERAL**

Section 1. Name. The name of the organization shall be the James S. Bowman American Inn of Court (the “Inn”).

Section 2. Principal Location. The Inn shall be located in the city of Harrisburg, county of Dauphin, Commonwealth of Pennsylvania.

Section 3. Objectives. The objectives of the Inn are:

- A. To promote excellence, civility, professionalism, and ethics in the legal profession and in legal advocacy.
- B. To promote collegiality among professionals and to transmit ethical values from one professional generation to another.
- C. To facilitate the development of law students and less experienced lawyers as skilled participants in the practice of administrative law at all levels of government.
- D. To foster, encourage and improve professional and social interaction between members of the private bar and those in government service including attorneys in agency practice, judicial clerkships, and administrative careers.

Section 4. Nature of Association. The Inn is and shall remain chartered and affiliated with the American Inns of Court Foundation as a member Inn and shall be an unincorporated association.

Section 5. Inn Year. The Inn Year shall begin on the first of July and conclude on the following thirtieth of June.

**ARTICLE II  
MEMBERSHIP**

Section 1. Eligibility for Membership. Any person who has earned a juris doctor from an accredited law school and is currently working in a position that involves some administrative

law, is a member of the bench (whether active, senior status, or retired), or is a judicial law clerk shall be eligible for membership in the Inn. The Inn may also accept law students who are in good standing at an accredited law school, and who satisfy the criteria in the Inn Policies.

Section 2. Designation of Categories of Membership and Qualifications. Membership in the Inn shall be categorized as follows, and each category shall be governed by the criteria in the Inn Policies:

- A. Master of the Bench—Active (“Bencher”).
- B. Master of the Bench—Emeritus (“Bencher Emeritus”).
- C. Barrister.
- D. Associate.
- E. Pupil.

Section 3. Invitations to Membership. The Membership Committee shall make recommendations to the Benchers with respect to membership in the Inn, in accordance with the Charter, these Bylaws, and Inn Policies.

Section 4. Pupillage Group Requirement. Every active Member of the Inn shall be a member of, and actively participate in, a Pupillage Group.

### ARTICLE III GOVERNANCE

Section 1. Governing Documents. The conduct of the Inn and its members shall be governed in accordance with its Charter, these Bylaws, and the separate Inn Policies Document (“Inn Policies”), as they are amended from time to time. The Inn, through these Bylaws, references and specifically adopts the provisions contained within the Inn Policies.

Section 2. Officers. The Officers of this Inn shall be the President, the Vice President, Secretary, Treasurer (together the “Elected Officers”), and the immediate past President, who shall be known as the Counselor to the Inn (the “Counselor”). Except as otherwise specified in the Policies of the Inn, only Benchers shall be eligible to be President and Vice-President, but Benchers or Barristers shall be eligible for the offices of Secretary and Treasurer.

Section 3. Governing Body. The governing body of the Inn shall be the Executive Committee, which shall consist of the Elected Officers, the Counselor, the Chairs of the Standing Committees of the Inn, and not more than two other members of the Inn.

Section 4. Eligibility. Each Elected Officer and each member of the Executive Committee shall be an Inn member in good standing.

Section 5. Nominating Committee. The President shall appoint a five-member Nominating Committee, on or before April 1 of each Inn Year, for the sole purpose of recommending a slate of officers for the following Inn Year. Once the Benchers have elected officers, the Nominating Committee will be disbanded.

Section 6. Election of Officers. The Benchers shall elect the officers by a majority vote of those present at a meeting that is called for that purpose and at which there is a quorum.

Section 7. Terms of Office: Vacancies. All Elected Officers shall be elected for a term of one (1) year commencing July 1 after the election. The President shall serve no more than two (2) consecutive terms of one (1) year each. A vacancy in an office other than President shall be filled by appointment by the President, with the approval of the Executive Committee. Such appointee shall serve until the following election.

Section 8. Duties of President. In addition to other duties that may be imposed by the Trustees of the American Inns of Court Foundation, the President shall have the following duties:

- A. Schedule and preside at meetings of the Inn.
- B. Ensure that an annual curriculum for the continuing education program, and agenda for Inn meetings, and activities are developed and furnished to members.
- C. Establish committees and appoint members to serve on Inn committees.
- D. Call and conduct meetings of the Inn, Benchers, Officers, the Executive Committee and other committees as required to plan and conduct activities of the Inn.
- E. Conduct all Inn activities in accordance with the Articles, Bylaws, and Policies of the American Inns of Court Foundation, and this Inn's Charter, Bylaws, and Inn Policies.

Section 9. Duties of Vice President. In addition to other duties that may be imposed by the Trustees of the American Inns of Court Foundation, the Vice President shall discharge all of the duties of the President if the President is absent, is unable to act, or refuses to act.

Section 10. Duties of Secretary. The Secretary shall:

- A. Prepare and maintain minutes of Executive Committee meetings and Benchers' meetings. Copies of minutes shall be provided within 30 days of the meeting.
- B. Provide written notice to the members of the Inn of each regularly stated or special meeting. Electronic or digital notice shall satisfy this requirement.

Section 11. Duties of Treasurer. The Treasurer shall:

- A. Receive and disburse monies and other property paid to or received by the Inn in accordance with directives and policies of the American Inns of Court Foundation and of the Executive Committee.

- B. Account for the dues and all other Inn funds and have them deposited in an account in the name of the Inn as directed by the Executive Committee. The Treasurer shall make disbursements from such account(s) and shall furnish financial reports monthly for approval of the Executive Committee; shall present a report at the regular meetings of the Executive Committee of funds received and expended; and shall oversee the accounting of the financial records of the Inn.
- C. Prepare and maintain accurate financial records for the Inn in accordance with directives and policies of the American Inns of Court Foundation.
- D. Recommend assessments and dues to the Benchers.
- E. Prepare a budget for submission to the Benchers annually or as otherwise directed.
- F. Approve payment plans for paying dues.
- G. Timely prepare tax forms or other documents as may be required by law or regulation beyond those prepared by the American Inns of Court Foundation.

Section 12. Duties of Counselor. The Counselor, who shall be the immediate past President, shall perform such duties as are requested by the President and the Executive Committee.

Section 13. Duties of Inn Administrator. In addition to other duties which may be delegated by the President, the Inn Administrator shall:

- A. Confirm the dates, times, and locations of the regularly stated meetings throughout the Inn Year.
- B. Prepare name badges at each regularly stated meeting for the Inn Members, identifying their current Pupillage Group.
- C. Maintain attendance records for each meeting of the Inn and send copies of such records to the Membership Committee Chairperson, the Treasurer, and the Secretary.
- D. Prepare and submit monthly Continuing Legal Education ("CLE") information to the CLE Board and report the amount of the CLE Board Debit to the Treasurer.

Section 14. Duties and Authority of the Executive Committee. The Executive Committee shall:

- A. Make decisions, as may be necessary, for the efficient day-to-day functioning of the Inn.
- B. To the extent permitted by law, perform such other duties as may, from time to time, be necessary for the management of the affairs of the Inn.
- C. Take such measures as will assure the efficient and effective operation of the Inn.

Section 15. Standing Committees. In addition to the Executive Committee, there shall be a Standing Committee on Membership, a Standing Committee on Programs, and a Standing Committee on Career Development.

Section 16. Role of Benchers. Benchers shall be the sole voting class of member. To be able to vote, a Bencher must be in good standing with the Inn.

Section 17. Quorum. One-third (1/3) of the Benchers shall constitute a quorum for any meeting at which a vote is called.

Section 18. Parliamentary Procedure. To the extent that neither the Charter nor these Bylaws nor the Inn Policies address a procedural matter needing resolution, then Robert's Rules of Order, latest edition, shall be recognized as the procedural governing authority.

#### ARTICLE IV FINANCES

Section 1. General. Financial matters within this Inn shall be managed and controlled in accordance with policies and directives established by the American Inns of Court Foundation, these Bylaws, and the Inn Policies.

Section 2. Financial Obligation to National. The Inn shall remit annually to the American Inns of Court Foundation dues in the amount established from time to time by the Board of Trustees of said Foundation.

Section 3. Assessments and Dues. The Treasurer shall make a recommendation to the Executive Committee on what assessments and dues to levy upon the membership. Upon approval of the Executive Committee, the Treasurer's recommendation will be submitted to the Benchers, who may levy assessments and dues in amounts that it may deem appropriate in order to meet the Inn's obligation to the American Inns of Court Foundation as well as the Inn's operating needs.

Section 4. Fiscal Year. The Fiscal Year of the Inn for financial reporting purposes shall be the same as the Inn Year, July 1 to June 30.

#### ARTICLE V MEETINGS AND ACTIVITIES

Section 1. Schedule for Stated Meetings. Stated meetings of the membership of the Inn shall be called by the Executive Committee at least seven (7) times per year at such intervals as it may determine.

Section 2. Content of Meetings. The main themes and subject matter of stated meetings shall be practical legal skills and advocacy, administrative policy and procedure, and

professionalism and excellence in lawyering. Programs shall be designed so as to make them eligible for Pennsylvania Continuing Legal Education credits.

Section 3. Benchers Meetings. Meetings of the Benchers shall be convened from time to time but shall be convened no less than one (1) time per year, to address the business of the Inn. At least one (1) meeting shall be held after May 1 but before July 1 to address business of the Inn for the upcoming year and to elect officers. All Elected Officers shall attend such meetings, but Elected Officers who are not Benchers may not vote.

## ARTICLE VI LIABILITY AND INDEMNIFICATION

Section 1. General Rule. To the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, and subject to the provisions of Section 2 below, the Inn may indemnify any officer, director, employee or agent of the Inn, (and his or her heirs, executors, administrators and assigns) against all expenses (including reasonable attorneys' fees, court costs, transcript costs, fees for experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, whether civil, criminal, administrative or investigatory (including without limitation actions by or in right of the Inn), in which such person was involved because of anything such person may have done or omitted doing as a director, officer, employee or agent at the request of the Inn, but such indemnification can be made only if a determination is made that such indemnification should be made.

Section 2. Standard of Conduct. Indemnification shall be provided under Section 1 above only if it is determined that the person seeking indemnification acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Inn, and with respect to any criminal or quasi-criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 3. Procedure. Indemnification under Section 1 above (unless ordered by a court of competent jurisdiction) shall be made by the Inn only as authorized in the specific case upon a determination that is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 2 above. All such determinations shall be made by the Executive Committee.

Section 4. Payment of Expenses. Subject to such terms, conditions and limitations, if any, as the Executive Committee may in its discretion determine to be appropriate, the Inn shall (in the case of an officer) and may (in the case of an employee or agent) pay all reasonable expenses (including reasonable attorneys' fees, court costs, transcript costs, fees for experts and witnesses, travel expenses, and all other similar expenses) reasonably incurred in

connection with the defense of or other response to any action suit or proceeding referred to in Section 1, after receipt of a written promise by or on behalf of the person seeking the payment to repay all amounts paid if it shall ultimately be determined, upon final disposition of such action, suit or proceeding, that indemnification shall not be provided by the Inn under the provisions of this Article.

Notwithstanding the provisions of the preceding paragraph, the Inn shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Executive Committee that the making of an advance or further advance would be inappropriate under all circumstances because there is sufficient reason to believe that the person seeking the advance failed to meet the applicable standard of conduct set forth in Section 2 above.

Section 5. Insurance. The Inn may maintain insurance in addition to that which is provided by the American Inns of Court Foundation, at its expense, to protect itself and any director, officer, employee, agent, fiduciary or representative of the Inn or another subsidiary or related corporation, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Inn would have the power to indemnify such person against such expense, liability, or loss under the laws of the Commonwealth of Pennsylvania.

## ARTICLE VII BYLAWS AMENDMENTS AND ADOPTION

Section 1. Amendments. Any proposed amendment(s) to these Bylaws shall be submitted by the Executive Committee to the Benchers for approval; provided, that not less than thirty (30) days prior notice in writing has been given to all Active Benchers. For purposes of this Article, electronic or digital notice shall meet the requirement of a writing. The proposed amendment(s) will be approved upon a two-thirds (2/3) vote of the Benchers present at a meeting that satisfies the quorum requirements. Any amendment(s) approved by the Benchers shall be submitted to the Inn for adoption in accordance with Section 2.

Section 2. Adoption. Once the requirements of Section 1 have been satisfied, the proposed amendment(s) shall be submitted to the Inn at any regularly scheduled meeting, provided, that not less than thirty (30) days prior notice in writing has been given to the Inn. For purposes of this Article, electronic or digital notice shall meet the requirement of a writing. The proposed amendment(s) will be adopted by a majority vote of the Members present at the specified meeting.

Section 3. Approval. Bylaws adopted in accordance with this Article shall be submitted in writing to the Board of Trustees of the American Inns of Court Foundation for approval.

Section 4. Effective Date of Amendments. The effective date of all amendments shall be July 1 of the year following adoption and approval.

ARTICLE VIII  
INN POLICIES AMENDMENTS AND ADOPTION

Section 1. Amendments. Any proposed amendment(s) to the Inn Policies shall be submitted by the Executive Committee to the Benchers for approval; provided, that not less than fifteen (15) days prior notice in writing has been given to all Benchers. For purposes of this Article, electronic or digital notice shall meet the requirement of a writing. The proposed amendment(s) will be approved upon a two-thirds (2/3) vote of the Benchers present at a meeting that satisfies the quorum requirements.

Section 2. Effective Date of Amendments. The effective date of all amendments to the Inn Policies shall be immediately upon ratification unless some other future date is specified elsewhere in these Bylaws or Inn Policies, or within the amendment itself.