

BY LAWS

AMERICAN INNS OF COURT FOUNDATION  
CHARTER NO. 128

GUY G. deFURIA  
AMERICAN INN OF COURT

at Media, Pennsylvania

ARTICLE I  
OBJECTIVES

The objectives of the GUY G. deFURIA AMERICAN INN OF COURT (hereinafter "INN") are:

Section 1. To promote excellence, civility, professionalism and ethics in the legal profession and in legal advocacy.

Section 2. To foster greater understanding of, and appreciation for the adversary system of dispute resolution in American law, with particular emphasis on ethics and professional standards of excellence.

Section 3. To provide significant educational experiences that will improve and enhance the skills of lawyers as counselors and advocates, and of judges as adjudicators and judicial administrators.

Section 4. To promote interaction among members of all categories in order to minimize misapprehensions, misconceptions and failures of communication that obstruct the effective practice of law.

Section 5. To facilitate the development of law students, and recent law school graduates and less experienced lawyers as skilled participants in the American court system.

Section 6. To build upon the genius and strengths of the common law and the English Inns of Court and to renew and inspire joy and zest in legal advocacy as a profession worthy of constant effort and learning.

Section 7. To promote collegiality among professionals and to transmit ethical values from one professional generation to another.

ARTICLE II  
ORGANIZATION

Section 1. Nature of Association. This INN shall be and remain chartered and affiliated with the American Inns of Court Foundation as a member Inn and shall be an unincorporated association composed of judges, practicing lawyers, law school educators, recent law school graduates, and law students who accept an invitation to membership as hereinafter described.

Section 2. Governing Body and Officers. The Officers of this INN shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The President, President-elect, and the Vice-President must be selected from among the Benchers or Barristers and shall be elected by vote of a majority of the members present at a meeting called for that purpose. All other Officers may be selected from any class of membership and shall be elected by vote of a majority of all members present at a meeting called for that purpose. The Officers shall be members of the Executive Committee.

Section 3. Eligibility. Each Officer and member of the Executive Committee shall be a member in good standing.

a. Term of Office; Succession. All officers, with exception of the President, shall be elected at the final Meeting of the year or at a Special Meeting called by the Executive Committee and designated specifically for the purpose of an election and shall serve a term of one (1) year commencing with the meeting of their election or until their successors shall have been elected. The President shall serve a term of one (1) year only, and at the expiration of said term, the President Elect shall immediately succeed to the Presidency and assume and carry out the duties of said office. Officers may not succeed themselves.

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

1. Schedule and preside at all meetings of the INN;
2. Ensure that an annual curriculum and agenda for INN meetings and activities are developed and furnished to members;

3. Notify members of their appointment to serve on INN of Court committees;
4. Call and conduct meetings of Officers and committees as required to plan and conduct activities of the INN;
5. Conduct all INN activities in accordance with the Articles, By Laws and Policies of the American Inns of Court Foundation and this INN's Charter and By Laws;
6. Supervise and monitor Pupillage Team activities in order to encourage the proper functioning of this important aspect of INN organization;
7. Encourage attendance at all INN meetings;
8. Serve as liaison with other Inns of Court as they may be established.
9. Extend invitations for membership in the INN of Court as authorized by the Executive Committee.
10. Serve as representative to the American Inns of Court Foundation or designate a member of the INN to serve in that capacity.
11. Perform such other duties as the Executive Committee may from time to time direct.

c. Duties of President-Elect. In addition to other duties which may be imposed by the Trustees of the American Inns of Court Foundation, the President-Elect shall have the following duties:

The President Elect shall discharge all of the duties of the President in the absence of the President or the President's inability or refusal to act. The President Elect shall succeed to the office of President for a term of one (1) year commencing at the end of the final meeting of the year in which he/she was elected to serve.

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

The Vice President shall discharge all of the duties of the President in the absence of the President and President Elect or their inability or refusal to act.

e. Duties of Secretary. The Secretary shall:

1. Prepare, maintain and forward to the American Inns of Court Foundation as least annually, a complete roster of all present members of the INN specifying name, last known address, telephone number and membership category;
2. Prepare, maintain and forward to the American Inns of Court Foundation as least annually, a complete roster of all of the Officers and members of the INN's Executive Committee and their respective positions.
3. Prepare and maintain minutes of each Executive Committee meeting of the INN and minutes of all regular meetings of the INN when business is conducted and forward a copy thereof to the members of the Executive Committee within one month of each meeting.

f. Duties of Treasurer. The Treasurer shall:

1. Receive and disburse monies and other property paid to the INN in accordance with directives and policies of the American Inns of Court Foundation and of the INN's Executive Committee.
2. 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 regularly 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.
3. Prepare and maintain accurate financial records for the INN in accordance with directives and policies of the American Inns of Court Foundation.
4. Prepare an annual budget for submission to the Executive Committee or as otherwise directed.

g. Duties and Authority of the Executive Committee. The Executive Committee, shall be composed of the current officers, the immediate past president, and up to seven additional individuals who shall be appointed at the sole discretion of the current officers. These appointed individuals shall serve for a period not to exceed one year. These appointed individuals may be appointed to succeed themselves. The Executive Committee shall:

1. Establish such committees as may be necessary to carry out or assist the Officers in carrying out the responsibilities imposed by the INN's Charter, or by the Articles of Incorporation, Policies or Directives of the American Inns of Court Foundation or these By Laws.
2. Confer and terminate memberships in the INN.

3. Establish a dues structure, attendance policies as may be required for the efficient and effective operation of the INN's activities.

4. Perform such other duties as may be assigned by the President.

Section 3. Relationship with Courts. This INN shall be and remain outside the jurisdiction of the courts but shall endeavor to work in close cooperation with the trial and appellate courts. Federal, state and local trial and appellate judges will participate in the organization in the tradition of the common law.

### ARTICLE III MEMBERSHIP

Section 1. General. A person to be eligible for general membership, must satisfy each and all of the following:

- a. Be a member in good standing of the Bar of the Supreme Court of Pennsylvania;
- b. Be a member in good standing of the Delaware County Bar Association;
- c. Maintain a principal office for the practice of law in Delaware County, whether as partner, employee, or associate of any lawyer or law firm maintaining an office outside of Delaware County;
- d. Actively practice law at such office during regular business hours;
- e. The provisions of subsections (c) and (d) above shall not be applicable to, nor shall they affect the eligibility for general membership of any person appointed or elected to or working for the following offices in Delaware County: Court of Common Pleas, Court Administrator, County Commissioners, District Attorney, Public Defender, Recorder of Deeds, Register of Wills, and Sheriff or, for the Commonwealth of Pennsylvania; the Supreme Court, Superior Court, Commonwealth Court, and the Attorney General, or for the Federal Government; the Supreme Court, the Third Circuit Court of Appeals, the District Court for the Eastern District of Pennsylvania and the United States Attorney and, in addition, any individual serving in a capacity with the Delaware County Office of Judicial Support or as a Clerk or as a Prothonotary to any of the aforementioned Courts, and such other appointive or elected officers or staff of such offices of a similar nature as may be determined from time to time by the Board of Directors;

Section 2. Invitations to Membership. Memberships shall be conferred upon those accepting invitations extended by the Executive Committee. The Executive Committee's discretion in extending invitations to membership is absolute and nonreviewable. Such invitations may be extended on the basis of recommendations made to the Executive Committee by any member of the INN or in response to a written application filed with the Secretary of the INN. Membership shall not be denied to any person on account of race, creed, religion, sex, age, disability or national origin.

Section 3. Designation of Categories of Membership. Members shall be selected in the following four categories:

- a. Master of the Bench (Benchers).
- b. Barristers.
- c. Pupils.
- d. Special - Honorary or Emeritus. The Executive Committee may in its discretion establish special membership positions for individuals deserving Honorary or Emeritus Status.
- e. The Executive Committee shall establish criteria for membership in each of the aforesaid categories which shall be designed to assure that membership of the Inn is comprised of judges, law professors and lawyers with differing levels of practice experience.

Section 4. Termination or Suspension. Membership of any member in the shall be terminated or suspended by a majority vote of the Executive Board for any one of the following reasons:

- a. If a member is disbarred in any Court of record in any jurisdiction;
- b. If a member who qualifies at the time of his/her invitation fails to continuously comply with any part of this article;
- c. If a member ceases to practice law in Delaware County, providing however that any failure of a general member to comply with the provision of this article due solely to retirement from the active practice of law, or to employment as a teacher at a law school affiliated with an accredited law school or university, shall not constitute grounds for termination of membership in the INN;
- d. Nonpayment of dues or other assessments.
- e. Noncompliance with attendance policy or such other policies as may be established from time to time by the Executive Committee.

## 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 and these By Laws.

Section 2. Financial Obligation to National. This 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 the American Inns of Court Foundation. In addition, the Inn's Executive Committee may, subject to the approval by a majority of members present and voting at a regularly scheduled meeting, authorize additional contributions to the American Inns of Court Foundation in furtherance of the American Inns of Court Foundation's goals and objectives.

Section 3. Assessments. The Executive Committee is empowered to levy and collect assessments in the form of dues in amounts which it may deem appropriate in order to meet its obligations to the American Inns of Court Foundation as well as the INN's operating needs. Failure to pay assessments and dues within a reasonable time and after reasonable notice may be considered by the Executive Committee as a ground to terminate membership of the person in default.

Section 4. Fiscal Year. The Fiscal Year of the INN for financial reporting purposes shall be the same as the operative year set by the Executive Committee.

## ARTICLE V MEETINGS AND ACTIVITIES

Section 1. Schedule for Meetings. Regular meetings of the membership of the INN shall be called by the Executive Committee at such intervals as it may determine. The operative year of this INN of Court shall be as determined by the Executive Committee.

Section 2. Content of Meetings. The main themes and subject matter of regular meetings shall be practical legal advocacy with emphasis on legal ethics, professionalism and excellence in lawyering. Programs should present, demonstrate, teach and explain the principles, skills, techniques and relationships involved in the courtroom and in activities preliminary to courtroom appearances, and should involve critique and questions from the membership of the INN, all designed to assist members in better discharging their duties to clients and society. Programs should ordinarily be presented by previously assigned Pupillage Teams.

## ARTICLE VI PUPILLAGE TEAMS

Each pupillage team will consist of at least one Benchers, one Barrister and one Pupil. The Executive Committee shall within these guidelines establish pupillage teams of such composition as it deems appropriate.

## ARTICLE VII OTHER INNS OF COURT

This INN shall promote or cooperate in the establishment of similar Inns in the same or different localities of the state or elsewhere, to meet existing or developing needs in order to more widely achieve the objectives of the American Inns of Court Foundation.

## ARTICLE VIII OFFICER'S AND EXECUTIVE COMMITTEE'S LIABILITY AND INDEMNIFICATION

Section 1. Limitation on Personal Liability. No director of the INN shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless: (i) such member has breached the standards set forth in Title 42, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes relating

to performance of fiduciary duties; and (ii) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of any person either pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of corporate fiduciaries, then the liability of a director, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes.

Section 2. Insurance. The INN may maintain insurance, 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 IX AMENDMENTS TO BY LAWS

These By Laws may be amended only with the approval of the Board of Trustees of the American Inns of Court Foundation following a two-thirds vote of the INN members present at a meeting called and reasonably noticed for such purposes or upon written consent of at least two-thirds of such membership.

ADOPTED this 27th day of January, 1993.