****

**AMERICAN INNS OF COURT FOUNDATION**

**CHARTER NO. 30218**

**JAMES S. BOWMAN**

**AMERICAN INN OF COURT**

**At Harrisburg, Pennsylvania**

ARTICLE I

GENERAL

Section 1. Name. The name of the organization shall be the JAMES S. BOWMAN AMERICAN INN OF COURT (“INN”).

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

ARTICLE II

OBJECTIVES

Section 1. The objectives of the INN are:

1. To promote excellence, civility, professionalism and ethics in the legal profession and in legal advocacy.
2. To foster greater understanding of, and appreciation for the adversarial system of dispute resolution in American law, with particular emphasis on ethics and professional standards of excellence.
3. 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.
4. To promote collegiality among professionals and to transmit ethical values from one professional generation to another.
5. 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.
6. To honor, acknowledge and perpetuate the spirit of judicial and advocacy excellence as personified by the career of the Honorable James S. Bowman, first President Judge of the Commonwealth Court of the Commonwealth of Pennsylvania.
7. To continue and to expand a meaningful and valuable relationship between and among the members of the INN and the Commonwealth Court, an institution with which the INN ­shares much, including the principle and ideals of Judge Bowman, commonality in former and present members of the Bench and Inn, and the practice of state administrative law.
8. 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.

ARTICLE III

ORGANIZATION

Section 1. Nature of Association. This 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 2. 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 students in their final year at an accredited law school, who are in good standing, and who are recommended by a law school educator or a Member of the INN.

ARTICLE IV

GOVERNANCE

Section 1. Governing Body and Officers. The Officers of this INN shall be the President, the Vice President, Secretary, Treasurer, and the immediate past President who shall be known as the Counselor to the INN. Only Masters shall be eligible to be President and Vice-President, but Masters, Barristers or Extended Barristers shall be eligible for the offices of Secretary and Treasurer. The Executive Committee shall consist of the elected officers, Counselor, the Chairs of the Standing Committees of the INN and not more than two other members of the INN, at least one of whom shall be a Barrister.

Section 2. Eligibility. Each Officer and member of the Executive Committee shall be a member in good standing.

Section 3. Nominating Committee. The Inn President shall appoint a five-member Nominating Committee each Inn Year for the sole purpose of recommending a slate of officers for the following Inn Year. This committee is a non-standing committee that will be chaired by the Counselor, and shall consist of the President, the Vice President, the Membership Committee Chairperson, and a Barrister or Extended Barrister. In the event that there are fewer than five (5) different members to serve on the Nominating Committee, the Counselor shall appoint such replacements or additions as are necessary. The Nominating Committee will present its recommended slate of officers for the coming INN Year to the Executive Committee. The Executive Committee will then present the Nominating Committee’s recommended slate of officers to the Masters with its recommendation in favor of or against the proposed slate. Once the Masters have approved the slate of officers, the Nominating Committee will be disbanded.

Section 4. Election of Officers. The Masters of the INN 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 5. Terms of Office: Succession: Vacancies. All 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 one (1) year terms. A vacancy in an office other than President shall be filled by appointment by the President, with the approval of the Executive Committee; the appointee shall serve until the following election.

Section 6. 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:

1. Schedule and preside at all meetings of the INN;
2. Ensure that an annual curriculum for the continuing education program, and agenda for INN meetings and activities are developed and furnished to members;
3. Establish committees and appoint members to serve on INN committees;
4. Call and conduct meetings of the INN, Masters, Officers, the Executive Committee and other 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 Pupilage 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. Serve as representative to the American Inns of Court Foundation or designate a member of the INN to serve in that capacity;
10. Perform such other duties as the Executive Committee may from time to time direct.

Section 7. 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 8. Duties of Secretary. The Secretary shall:

1. Prepare, maintain and forward to the American Inns of Court Foundation at least annually, a complete roster of all current 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 at 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 Executive Committee meetings and Masters’ meetings. Copies of minutes shall be provided before the next regularly stated meeting.
4. Provide written notice to the members of the INN of each regularly stated or special meeting. Electronic or digital notice shall satisfy this requirement.
5. Respond to any other reporting needs to the American Inns of Court Foundation as they arise and to further the advancement of the Inn.

Section 9. Duties of Treasurer. The Treasurer shall:

1. 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 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 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.
3. Prepare and maintain accurate financial records for the INN in accordance with directives and policies of the American Inns of Court Foundation.
4. Recommend assessments and dues.
5. Prepare a budget for submission to the Masters annually or as otherwise directed.
6. Approve payment plans for paying dues.
7. 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 10. 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 11. Duties of Inn Administrator. In addition to other duties, which may be delegated by the President, the Inn Administrator shall:

1. Confirm the dates, times and locations of the regularly stated meetings throughout the Inn Year;
2. Prepare name badges at each regularly stated meeting for the INN Members, identifying their current pupilage group.
3. 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 of the INN.
4. 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 12. Duties and Authority of the Executive Committee. The Executive Committee shall:

1. Establish such committees as may be necessary to carry out the responsibilities imposed by the Charter, by the Articles of Incorporation, Policies or Directives of the American Inns of Court Foundation, or these Bylaws.
2. Upon recommendation of the Masters, establish, collect and remit local and national membership dues assessments.
3. 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.
4. Establish such policies as may be required for the efficient and effective operation of the INN.
5. Upon recommendation of the Masters, confer and terminate memberships.

Section 13. Standing Committees. There shall be a Standing Committee on Membership and a Standing Committee on Programs. The Chairs and the members of the standing committees shall be appointed by the President.

Section 14. Role of Masters. Active Masters shall be the sole voting class of member. In order to be able to vote, an Active Master must be in good standing with the INN. After receiving the recommendation of the Membership Committee, Active Masters shall, by vote, make recommendation to the Executive Committee to confer and terminate membership. Masters may amend these bylaws, according to the procedures set forth in Article XI. Masters shall make recommendation to the Executive Committee to determine the dues to be paid by each class of membership and the privileges or perquisites to be enjoyed by each class of membership.

Section 15. Quorum. One-third (1/3) of the Active Masters shall constitute a quorum for any meeting at which a vote is called.

Section 16. Parliamentary Procedure. To the extent that neither the Charter nor these Bylaws address a procedural matter needing resolution, then The Robert’s Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conventions.

ARTICLE V

MEMBERSHIP

Section 1. Invitations to Membership. The Membership Committee shall make recommendations to the Masters with respect to membership in the INN, in accordance with the Charter, these Bylaws and INN policy. The Membership Committee shall consider recommendations made by Members of the INN, and shall identify potential members for consideration. The Membership Committee will consider the ideals and objectives of the INN, and seek to broaden and diversify all aspects of INN membership. Membership shall not be denied to any person on account of race, creed, religion, sex, sexual orientation, age, disability, or national origin.

Section 2. Designation of Categories of Membership and Qualifications for each. Membership shall be categorized as follows. Years of eligibility shall be calculated from the date of graduation from law school.

1. Masters of the Bench - Active. A Master of the Bench shall meet the eligibility requirements set forth in Article III, Section 2 for at least sixteen (16) years. A Master may serve indefinitely, subject to the provisions of Section 4 of this Article.
2. Masters of the Bench - Emeritus. An active Master who has served for at least five (5) years may, upon request, be designated as Emeritus Master of the Bench. Emeritus Masters shall not be under any obligation to pay the dues otherwise paid by Masters, and shall not be required to attend meetings or participate in the programs of the INN. Emeritus Masters shall enjoy all of the privileges of Active Masters except the right to vote or hold office. Emeritus Masters may retain such membership indefinitely or until their license to practice law has been suspended or revoked as a result of a disciplinary proceeding. Any Emeritus Master may be invited to return as an Active Master.
3. Barristers. A Barrister shall meet the Membership requirements set forth in Article III, Section 2 for at least six (6) years, and have demonstrated a desire to improve and refine the skills necessary to practice administrative law. A Barrister shall be invited to membership for a three (3) year term and may be invited to a second term.
4. Associates -- An Associate shall meet the Membership requirements set forth in Article III, Section 2 for less than six (6) years. An Associate shall be invited to membership for one two (2) year term only.
5. Pupil -- A Pupil shall be a law school student in his or her final year. A Pupil shall be invited to membership for one (1) year only. The INN will accept no more than one pupil per pupilage group per year.
6. Honorary Master Membership – Honorary Master of the Bench may be extended to any person, whether or not admitted to the Bar, upon the recommendation of the Executive Committee and the approval of two-thirds of the Active Masters. An Honorary Master shall have the same responsibilities, limitations and perquisites of an Emeritus Master, except as otherwise recommended by the Executive Committee.

Section 3. Other Provisions relating to Membership. No more than three (3) members of a law firm or a public agency shall be active members of the INN at any one time; at least one of the three (3) shall be an Associate Member. Each caucus of each chamber of the legislature shall be considered a separate agency for purposes of determining membership. Each chamber of the judiciary and the Offices of the Prothonotary shall be considered separate agencies for purposes of determining membership.

A change of employment during a member's term will not trigger the application of this Section, nor shall such person’s eligibility for continued membership be affected by that event. However, no new members may be selected from the firm or agency having more than the membership limitation until it falls below the three-member maximum.

Section 4. Termination of Membership. Any Active Member of the INN who fails to attend three or more sessions of the INN in any one year, or who continuously fails to respond to notices requiring a response, may be dismissed from the INN. Recommendation for Termination of Membership shall be made by the Masters to the Executive Committee.

 All Active Members shall pay assessments and dues, or make payment arrangements acceptable to the INN Treasurer, within sixty (60) days of issuance of the assessment or dues notice. Members who have not paid or made arrangements to pay their assessments or dues shall be reported by the Treasurer to the Executive Committee. The Executive Committee, in its sole discretion, may direct the Treasurer to issue delinquent notices to the Members so identified. The delinquent Members shall have written notice of arrearages delivered to them by or on behalf of the Treasurer. At the next meeting of the Masters not less than sixty (60) days after such notice, upon a majority vote, the Masters shall recommend to the Executive Committee to have their Membership Terminated. Such former Members shall be reinstated only upon the payment of the respective arrearages.

ARTICLE VI

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 said Foundation.

Section 3. Assessments and Dues. Upon recommendation of the Treasurer, the Executive Committee 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. Continuing Legal Education. Members who fail to pay their dues in full when they are due and payable, or who fail to make payment arrangements for the dues and stay current on such payment, are in default and shall not receive Continuing Legal Education ("CLE") credits during the period when they are in default. A Member who cures this default by making payments to the INN shall again be eligible to receive CLE credits.

Section 5. Fiscal Year. The Fiscal Year of the INN for financial reporting purposes shall be the same as the program year, July 1 to June 30.

ARTICLE VII

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, professionalism and excellence in lawyering. Programs should present, demonstrate, teach and explain the principles, skills, techniques and relationships involved in the full range of the practice of administrative law, including hearings and courtroom appearances, and should involve critique and questions from the Members of the INN, all designed to assist Members in better discharging their duties to clients, to the Bench, and to the profession. Programs shall be designed so as to make them eligible for Continuing Legal Education credits.

Section 3. Masters Meetings. Meetings of the Masters shall be convened from time to time, but shall happen 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 officers shall attend such meetings, but officers who are not Masters may not vote.

ARTICLE VIII

PUPILAGE TEAMS

 Every active Member of the INN shall be a member of a pupilage team. Prior to the first meeting each year, the President shall establish the composition of each pupilage team and the leaders thereof, with each group having approximately the same proportion of Pupils, Associates, Barristers and Masters of the Bench as comprise the entire INN. Each pupilage team shall be led by a Barrister, with the assistance of a Master advisor.

The Master advisor and the designated Barrister within each pupilage team shall take, as their joint responsibilities, the following charges: (1) exercising general supervision over their pupilage team; (2) encouraging attendance and meaningful participation of the pupilage team at INN meetings; (3) overseeing presentation of assigned meeting topics; (4) creating opportunities for mentoring of Associates and Pupils; and (5) promoting contact among members of the pupilage team between INN meetings to demonstrate and discuss pertinent points of administrative law, advocacy and professionalism.

ARTICLE IX

OTHER INNS OF COURT

This INN shall promote or cooperate with establishing 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 X

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 XI

AMENDMENTS AND ADOPTION

 Section 1. Amendments. Any proposed amendment(s) to these Bylaws shall be submitted by the Executive Committee to the Masters for approval; provided, that not less than thirty (30) days prior notice in writing has been given to all Active Masters. 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 Masters present at a meeting that satisfies the quorum requirements. Any amendment(s) approved by the Masters 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 3. Effective Date of Amendments. The effective date of all amendments shall be July 1 of the year following adoption and approval.