

BYLAWS

MONROE COUNTY BAR FOUNDATION

ARTICLE I

Name, Purpose, Offices and Fiscal Year

Section 1.1. The corporation shall be known as the Monroe County Bar Foundation.

Section 1.2. The purpose of the Monroe County Bar Foundation shall be to foster, promote, and carry on certain law-related education, literary, and charitable activities. In furtherance of this purpose, the Monroe County Bar Foundation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law, including, but not limited to, education and awareness programs for the general public and attorneys.

Section 1.3. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 913 Main Street, Stroudsburg, Pennsylvania, 18360, until otherwise established by a vote of a majority of the Trustees in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of Incorporation. The corporation may also have offices at such other places as the Corporation may from time to time appoint or as the business of the corporation requires.

Section 1.4. The fiscal year of the corporation shall begin on the first day of January of each year.

ARTICLE II

Tax Exempt Status

Section 2.1. The Monroe County Bar Foundation is organized exclusively for tax exempt purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future Internal Revenue Law of the United States).

Section 2.2. No part of the net earnings of the Monroe County Bar Foundation shall inure to the benefit of an individual and no member, director, officer or employee of the corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes.

Section 2.3. No substantial part of the activities of the Monroe County Bar Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Monroe County Bar Foundation shall not participate or intervene (including the

publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.4. No activity undertaken or carried on by the Monroe County Bar Foundation shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding section of any future Internal Revenue Law of the United States).

ARTICLE III Board of Trustees

Section 3.1. The general control of the property and affairs of Monroe County Bar Foundation shall be operated, supervised and controlled by and through a Board of Trustees of the Monroe County Bar Foundation (hereinafter referred to as the Board or the Board of Trustees). The Board of Trustees shall be elected from time to time by the Board of Directors of the Monroe County Bar Association.

Section 3.2. The Board of Trustees shall consist of a least five (5) and not more than nine (9) members. Nothing herein shall be interpreted as prohibiting the officers or Directors of the Monroe County Bar Association from serving as Trustees, however, at all times a majority of the members of the Board of Trustees shall be composed of individuals who are not officers or Directors of the Monroe County Bar Association.

Section 3.3. Each Trustee shall serve for a term of three (3) years or until termination by resignation, removal, or death, except that the Board of Trustees shall initially truncate the term of one or more seats for the purpose of staggering the expiration of Board vacancies. A Trustee may not serve more than two (2) consecutive terms. Each Trustee shall be subject to recall and replacement at any time by the Board of Directors of the Monroe County Bar Association.

Section 3.4. Appointments to fill vacancies on the Board of Trustees of Monroe County Bar Foundation, whether by virtue of expired term(s) or otherwise shall be made by the Board of Directors of the Monroe County Bar Association. Nothing herein shall be interpreted as prohibiting individuals who are not members of the Monroe County Bar Association from serving on the Board of Trustees, however, at least a majority of the Members of the Board of Trustees shall be active members of the Monroe County Bar Association.

Section 3.5. Formal contracts to which the Corporation is a party shall be executed by the Chairperson or Vice-Chairperson and attested by the Secretary or Assistant Secretary, but only after such execution has been authorized by the Board of Trustees. Checks or other drafts on corporation funds in excess of one thousand dollars (\$1,000.00) shall, only after approval by the Board, be signed by two of the following

officers: Chairperson, Vice-Chairperson, Treasurer and Secretary. Such checks or other drafts not exceeding one thousand dollars (\$1,000.00) shall be signed by one of the Officers set forth in the preceding sentence. Officers may be bonded in such amount as may be fixed by the Board of Trustees.

ARTICLE IV Officers and Committees

Section 4.1. The Officers of Monroe County Bar Foundation shall be Chairperson, Vice-Chairperson, Executive Director, Secretary and Treasurer and such other officials as may be determined by the Board of Trustees, all of whom shall be appointed or elected by the Board of Trustees of Monroe County Bar Foundation at a regular meeting or a special meeting called for that purpose and shall hold office for a period of one (1) year or until their successors shall have been elected.

Section 4.2. The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall interest themselves in all affairs of the Corporation and shall be, ex-officio, a member of all Committees.

Section 4.3. The Vice-Chairperson, who shall be a member of the Board of Trustees, shall act as Chairperson in the absence of the Chairperson and when so acting shall have all power and authority of the Chairperson.

Section 4.4. The Executive Director, who need not be a member of the Board of Trustees, shall have the responsibility for the administration and conduct of the affairs of the Corporation and shall be responsible for same to the Chairperson and Board of Trustees. All employees of the Corporation shall be responsible to the Executive Director and subject to the Executive Director's direction, control and, with the consent of the Board, power to discharge.

Section 4.5. The Secretary, who shall be a member of the Board of Trustees, shall keep in a book provided for the purpose, a record of the proceedings of the Trustees, including minutes of the meetings of the Board of Trustees. The Secretary shall distribute copies of the minutes of meetings to all Board members prior to the next meeting of the Board. The Secretary shall give proper notice to all members of the Board and others entitled to notice, of the annual and special meetings, and perform such other duties as may be required by the Board of Trustees.

Section 4.6. The Treasurer, who shall be a member of the Board of Trustees, shall oversee the use of all funds of the Corporation. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Trustees, and that all expenditures for operation are made to the best possible advantage. Funds of the Corporation shall

not be paid out except as provided in these Bylaws. The Treasurer's accounts and other statements shall be audited at least once every year. In the performance of the duties of the office, the Treasurer shall have such assistance as in the judgment of the Board of Trustees may be required. The Treasurer shall not be the Treasurer of the Monroe County Bar Association.

Section 4.7. Committees of the Board of Trustees shall be as the Board of Trustees shall from time to time determine. Committees may include as members persons who are not members of the Board of Trustees or of the Monroe County Bar Association.

ARTICLE V Meetings

Section 5.1. Meetings of the Board of Trustees shall be regular and special. An annual meeting of the Board of Trustees shall be held once during each calendar year before the end of March. Regular meetings shall be held no less often than quarterly, as shall be prescribed by the Board. Special meetings may be called by the Chairperson or on written request of two (2) members of the Board of Trustees. The time, place and object of the meeting shall be stated in said communication.

Section 5.2. Sufficient notice of any meeting shall be the mailing of notice postage prepaid to each Trustee to the address as shown on the books of the Corporation at least five (5) days before the time set for the meeting, which notice shall set forth the time and place of the meeting. In case of a special meeting, the notice calling the meeting shall contain a statement of the business to be transacted at such meeting and no other business than that stated in the notice shall be transaction.

Section 5.3. Written notice of any meeting may be waived as follows:

(a) Written notice of any meeting may be waived in writing by the person entitled to such notice, either before or after the time stated in the notice and shall be deemed equivalent to the giving of notice.

(b) Written notice of any meeting may be waived by the attendance at any meeting by the person entitled to such notice, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.4. A quorum at any regular or special meetings shall be a majority of the members of the Board of Trustees of the Corporation.

Section 5.5. One or more persons may participate in a meeting of the Trustees or of a committee of the Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting

can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5.6. Agenda at any meeting shall be as follows:

- (a) Regular Meetings:
 - 1. Call to Order
 - 2. Review and approval of the minutes
 - 3. Report of standing committees
 - 4. Report of special committees
 - 5. Unfinished business
 - 6. New business
 - 7. Adjournment

- (b) Special Meetings:
 - 1. Call to Order
 - 2. Reading of the notice calling the meeting
 - 3. Transaction of business stated in the notice
 - 4. Adjournment

ARTICLE VI Amendments

Section 6.1. These Bylaws may be amended only by a two-thirds (2/3) majority of Board of Directors of the Monroe County Bar Association. Any proposed alteration to these Bylaws shall be filed with the Secretary of the Board of Directors of the Monroe County Bar Association five (5) days before the same shall be presented for consideration and adoption; the same to be considered and adopted only at a regular meeting of the Board of Directors of the Monroe County Bar Association. The Secretary of Board of Directors of the Monroe County Bar Association shall submit a copy of the proposed alterations or amendments to each member of the Board of Directors of the Monroe County Bar Association at least five (5) days prior to the day for consideration and adoption.

Section 6.2. The Articles of Incorporation may be amended only by a two-thirds (2/3) majority of Board of Directors of the Monroe County Bar Association.

ARTICLE VII Limitation of Personal Liability of Trustees; Indemnification of Trustees; Officers and Other Authorized Representatives

Section 7.1. A Trustee of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the Trustee has breached or failed to perform the duties of his or her office as defined in Section 7.2 below; and

(b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Section 7.2.

(a) A Trustee of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Trustees upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented; or

(ii) Counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person; or

(iii) A committee of the Trustees upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Trustees, committees of the Trustees and individual members of Trustees may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 7.3. The corporation shall indemnify any person 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.4. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner her or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Monroe County, Pennsylvania, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 7.5. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 7.3

or Section 7.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.6. Unless ordered by a court, any indemnification under Section 7.3 or 7.4 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Trustees by a majority vote of a quorum consisting of members of the Trustees who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested members of the Trustees so directs, by independent legal counsel in written opinion.

Section 7.7. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Trustees in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that she or he is entitled to be indemnified by the corporation as authorized above.

Section 7.8. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 7.9. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 7.10. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VIII

Miscellaneous

Section 8.1. In the event this Corporation shall have an interest in, or be a member of any partnership, firm or association, any representation of this Corporation therein shall be by persons elected by the Board of Trustees.

Section 8.2. Wherever any notice or communication is required to be given to any person under the provisions of the Articles of Incorporation or these Bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 8.3. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Trustees.

Section 8.4. In the event that for any reason whatsoever, the Board of Trustees of the Monroe County Bar Foundation shall determine that the Foundation should be dissolved, they shall so notify the Board of Directors of the Monroe County Bar Association and if, in the event that the Board of Directors of the Monroe County Bar Association shall concur in such determination, the Foundation shall be dissolved in the manner then prescribed by law and the Foundation's assets shall be donated to a qualified charitable organization selected by the Board of Directors of the Monroe County Bar Association.

The By Laws of the Monroe County Bar Foundation are hereby adopted this _ day of _____, 2003 by the Board of Directors of the Monroe County Bar Association Stroudsburg, Pennsylvania.

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