

BY-LAWS
of the
MIDDLE DISTRICT BANKRUPTCY BAR ASSOCIATION, INC.

ARTICLE I – OFFICES

1. The registered office of the Middle District Bankruptcy Bar Association. Inc. shall be at 15 South Franklin Street, Wilkes-Barre, Pennsylvania, until otherwise established by an amendment of the articles or by the board of directors and a record of such change is filed with the Department of State in the manner provided by law.
2. The Middle District Bankruptcy Bar Association. Inc. may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Middle District Bankruptcy Bar Association, Inc. may require.

ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the Middle District Bankruptcy Bar Association, Inc., the year of its organization and the words "Corporate Seal. Pennsylvania" .

ARTICLE III – MEETINGS OF MEMBERS

1. Meetings of members may be held at the Middle District Bankruptcy Bar Association Inc.'s registered address of 15 South Franklin Street, Wilkes-Barre, Pennsylvania. or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. Written notice of every meeting of the members, stating the time. place and object thereof, shall be given by, or at the direction of, the Secretary or other authorized person to each member of record entitled to vote at the meeting at least:
 - (a) twenty (20) days prior to the day named for a meeting called to consider " fundamental change under 15 Pa. C.S.A. § 5901 et seq., or
 - (b) twenty (20) days prior to the day named for the meeting in any other case

If the Secretary or other authorized person neglects or refuses to give notice of a meeting. the person or persons calling the meeting may do so. In the case of a special meeting of the members. the notice shall specify the general nature of the business to be transacted.

3. A meeting of members of the Middle District Bankruptcy Bar Association, Inc. duly called shall not be organized for the transaction of business unless a quorum is present. The presence of 15 members shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. The members of the Middle District Bankruptcy Bar Association, Inc. shall be entitled to one vote. The members of the Middle District Bankruptcy Bar Association, Inc. shall not have the right to cumulate their votes for the election of directors. No member shall sell his vote or issue a proxy for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons, who appear by such books or records to be members entitled to vote may vote.
4. The annual meeting of members shall be held on the third Monday in October in each year if not a legal holiday, and if a legal holiday, then on the next full business day at 7:30 PM when the members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting.
5. Membership in the Middle District Bankruptcy Bar Association, Inc. shall be open to all attorneys who are admitted to practice before the United States District Court for the Middle District of Pennsylvania under such conditions of membership which shall be applicable generally and determined from time-to-time by the Board of Directors of the Middle District Bankruptcy Bar Association, Inc.

ARTICLE IV – MEETINGS OF DIRECTORS

1. Meetings of the directors shall be held at the Middle District Bankruptcy Bar Association, Inc.'s registered address of 15 South Franklin Street, Wilkes-Barre, Pennsylvania, or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual meeting of the directors shall be held on the third Monday of September in each year if not a legal holiday, and if a legal holiday, then on the next full business day at 7:30 PM when they shall appoint any committees of the Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months after the designated time, any director may call such meeting.

3. Special meetings of the directors may be called at any time by the President or a Director. At any time, upon written request of any person who has called a special meeting. It shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.
4. Written notice of every meeting of the directors, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each director of record entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting. The notice shall specify the general nature of the business to be transacted.
5. A meeting of directors duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of a majority of the directors entitled to vote shall constitute a quorum at all meetings of the directors for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The directors present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors. those who attend the second of such adjourned meetings, although less than a quorum. shall nevertheless have the authority to elect directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter. is given to each director of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.
6. Any action which may be taken at a meeting of the directors or of a class of directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken shall be signed by all of the directors who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Middle District Bankruptcy Bar Association. Inc.
7. Every director of the Middle District Bankruptcy Bar Association, Inc. shall be entitled to one vote. No director shall sell his vote for money or anything of value. Upon request of a director, the books or records of membership shall be produced at any regular or special meeting of the Middle District Bankruptcy Bar Association, Inc. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or

records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be directors entitled to vote may vote.

8. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a director at the election and before the voting begins.
9. In advance of any meeting of directors the Board may appoint judges of election who need not be directors, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any director shall make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.
10. In case any person appointed as judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the board of directors or other body in advance of the convening of the meeting, or at the meeting by the presiding officer thereof.
11. The judges of election shall determine the number of directors of record and the voting power of each, the directors present at the meeting, the existence of a quorum, the authenticity, validity, and effect of proxies, if voting by proxy is permitted under the by-laws, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all directors. The judges of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.
12. On request of the presiding officer of the meeting, or of any director, the Judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

ARTICLE V – DIRECTORS

1. The business and affairs of the Middle District Bankruptcy Bar Association, Inc. shall be managed by its Board of Directors, eleven (11) in number. Each director, none of whom need be a resident of this Commonwealth, shall be an attorney admitted to practice before the Middle District of Pennsylvania, of good moral character, a natural person of full age and have an interest in the Middle District Bankruptcy Bar Association, Inc. The term of office for the members of the Board of Directors shall be established such that, the term of office of five (5) directors shall be fixed for three (3) years. The term of four (4) directors shall be fixed for two (2) years and the term of two (2) directors shall be for one (1) year. Upon the expiration of the initial term of office of each respective director, a successor shall be elected to serve a term of three (3) years. Directors shall hold office until their successors shall be elected and qualify. A director is limited to serve only two

- (2) consecutive terms. not including the first elected term of the initial board of directors or any interim term.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Middle District Bankruptcy Bar Association, Inc. and do all such lawful acts and things.
 3. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, as a majority of the directors may from time to time determine, or as may be designated in the notice calling the meeting.
 4. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.
 5. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of which constitutes a quorum shall be the acts of the Board of Directors.
 6. The Board of Directors may, by resolution adopted by a majority of the directors in office. establish one or more committees to consist of one or more directors of the Middle District Bankruptcy Bar Association, Inc. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:
 - (a) The submission to members of any action required by statute to be submitted to the members for their approval.
 - (b) The filling of vacancies in the Board of Directors.
 - (c) The adoption, amendment or repeal of the By-Laws.
 - (d) The amendment or repeal of any resolution of the Board.
 - (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
 7. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified director at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
 8. The Board of Directors may declare vacant the office of a director if he or she is declared incapacitated by an order of court, misses three consecutive meetings of the Board of Directors. or is convicted of a felony, or if within sixty (60) days after notice of his election, he or she does not keep such office orally, in writing or by attending a meeting

of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

9. Fiduciary Duty. A director of the Middle District Bankruptcy Bar Association, Inc. shall stand in a fiduciary relation to the Middle District Bankruptcy Bar Association, Inc. and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Middle District Bankruptcy Bar Association, Inc., and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director 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 by any of the following:
- (a) One or more officers or employees of the Middle District Bankruptcy Bar Association, Inc. including but not limited to the United States Bankruptcy Clerk, and such employees, agents and assigns whom the director reasonably believes to be reliable and competent in the matters presented
 - (b) Certified public accountants or other professional and competent non-professional persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
 - (c) A committee of the Board upon which he does not serve, duly designated in accordance
 - (d) with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

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

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the Middle District Bankruptcy Bar Association, Inc., consider the effects of any action upon employees, upon suppliers and other service personnel and creditors of the Middle District Bankruptcy Bar Association, Inc. and upon communities in which offices or other establishments of the Middle District Bankruptcy Bar Association, Inc. are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Middle District Bankruptcy Bar Association, Inc.

A director of the Middle District Bankruptcy Bar Association, Inc. shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director has breached or failed to perform the duties of his office under this section:

and

2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

1. The responsibility or liability of a director pursuant to any criminal statute; or
2. The liability of a director for the payment of taxes pursuant to local, State or Federal law

10. Directors as such, shall not receive any compensation for their services. but by resolution of the Board, reimbursement for reasonable and necessary expenses may be paid in certain circumstances.

ARTICLE VI – OFFICERS

1. A Nominating Committee selected initially by the Members and thereafter by the Board of Directors, consisting of no less than three persons and no more than five persons, shall nominate executive officers of the Middle District Bankruptcy Bar Association, Inc. At least one member of such Nominating Committee shall be a person who is not then currently either a member of the Board of Directors or an executive officer. After receipt and consideration of the report of the Nominating Committee, the executive officers of the Middle District Bankruptcy Bar Association, Inc. shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Middle District Bankruptcy Bar Association, Inc. may require. The President, Vice President and Secretary shall be natural persons of full age: the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold the offices for a term of one year and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers and employees as necessary by bond or otherwise.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Middle District Bankruptcy Bar Association, Inc. will be served thereby but such removal shall be without prejudice to the contract rights of any person so removed.
3. The President shall be the chief executive officer of the Middle District Bankruptcy Bar Association, Inc.; he shall preside at all meetings of the directors; he shall have general and active management of the affairs of the Middle District Bankruptcy Bar Association, Inc.; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Middle District Bankruptcy Bar Association, Inc. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Middle District Bankruptcy Bar Association, Inc. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board and all meetings of the directors and act as clerk thereof, and record all the votes of the Middle District Bankruptcy Bar Association, Inc. and the minutes of all its transactions in a book to be kept for that purpose. The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. He or she shall keep in safe custody the corporate seal of the Middle District Bankruptcy Bar Association, Inc., and when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer or the administrator or President as the Treasurer may from time to time so designate, shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Middle District Bankruptcy Bar Association, Inc., and shall keep the monies of the Middle District Bankruptcy Bar Association, Inc. in a separate account to the credit of the Middle District Bankruptcy Bar Association, Inc. . The Treasurer shall disburse the funds of the Middle District Bankruptcy Bar Association, Inc. as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Middle District Bankruptcy Bar Association, Inc.
7. An officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interest of the Middle District Bankruptcy Bar Association, Inc. and with such care, including reasonable inquiry, skill and diligence, as a person of

ordinary prudence would use under similar circumstances. A person who performs such duties accordingly shall not be liable by reason of having been an officer of the Middle District Bankruptcy Bar Association, Inc.

ARTICLE VII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reasons, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by vote of a quorum of the remaining members of the Board. and each person so elected shall be a director until his successor is elected by the members. who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VIII – BOOKS AND RECORDS

1. The Middle District Bankruptcy Bar Association, Inc. shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Middle District Bankruptcy Bar Association, Inc., and an original or a duplicate register of directors, giving the names of the directors. and showing their respective addresses and the class and other details of the membership of each The Middle District Bankruptcy Bar Association, Inc. shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Middle District Bankruptcy Bar Association, Inc. in this Commonwealth, or at its principal place of business wherever situated.
2. Every director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the register of directors, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the director. The demand under oath shall be directed to the Middle District Bankruptcy Bar Association, Inc. at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX – EXECUTIVE COMMITTEE

1. Designation. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors may designate three (3) directors to constitute an Executive Committee, including the President. The designation of such Executive Committee and the delegation of authority herein granted shall not operate to relieve the Board of Directors thereof of any responsibility imposed on it by law. No member of the Executive Committee shall continue to be a member thereof after he ceases to be a director of the Middle District Bankruptcy Bar Association, Inc. The Board of Directors shall have the power at any time to fill vacancies, change any member thereof. to change the functions. or to terminate the existence of the Executive Committee.
2. Powers. During the intervals between meetings of the Board of Directors. and subject to such limitations as may be provided by law, these By-Laws, or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Middle District Bankruptcy Bar Association, Inc. The Executive Committee shall make a full report of all actions to the next meeting of the Board of Directors.
3. Meetings. Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice personally or by mail, telephone, or telegraph at least two (2) days prior to the date of the meeting.
4. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE X – TRANSACTION OF BUSINESS

1. The Middle District Bankruptcy Bar Association. Inc. shall make no purchase of real property nor extraordinary purchases of personal property, sell or mortgage, lease away or otherwise dispose of its real or personal property, unless authorized by a majority vote of the directors in office of the Board of Directors.
2. Whenever the lawful activities of the Middle District Bankruptcy Bar Association. Inc. involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit as permitted by applicable Federal and State laws, Rules and the regulations which govern the operations of the Middle District Bankruptcy Bar Association, Inc. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Middle District Bankruptcy Bar Association. Inc. and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Middle District Bankruptcy Bar Association, Inc.

3. All checks or demands for money and notes of the Middle District Bankruptcy Bar Association, Inc. shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XI – ANNUAL REPORT

1. The Board of Directors shall be presented annually a report, prepared by a reputable certified public accountant, selected by the Board of Directors, and verified by the President and Treasurer showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the Middle District Bankruptcy Bar Association, Inc. as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the Middle District Bankruptcy Bar Association, Inc. both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Middle District Bankruptcy Bar Association, Inc.
 - (d) The expenses or disbursements of the Middle District Bankruptcy Bar Association, Inc., for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Middle District Bankruptcy Bar Association, Inc. This report shall be filed with the minutes of the meeting of the members.

ARTICLE XII – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by mail or express mail, postage prepaid, or by telegram, telex or TWX or courier service, charges prepaid or by facsimile transmission, to his or her address appearing on the books of the Middle District Bankruptcy Bar Association, Inc. or, in the case of directors, supplied by him or her to the Middle District Bankruptcy Bar Association, Inc. for the purpose of notice. If the notice is sent by mail or by telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the telegraph office or courier service for delivery to that person or, in the case of telex or TWX when dispatched for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of the Middle District Bankruptcy Bar Association. Inc., a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members or directors such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, 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.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the Middle District Bankruptcy Bar Association. Inc. shall begin on the first day of January of each year.
2. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other if equipped to allow such participation. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. The Board of Directors, by resolution, may authorize the Middle District Bankruptcy Bar Association, Inc. to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of §5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefor.

ARTICLE XIV INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

1. Third Party Actions. The Middle District Bankruptcy Bar Association, Inc. 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 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Middle District Bankruptcy Bar Association. Inc.), by reason or the fact that he is or was a representative of the Middle District Bankruptcy Bar Association. Inc. or is or was serving at the request of the Middle District Bankruptcy Bar Association. Inc. as a representative of another domestic or foreign corporation for profit or not-for-profit, 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 the action or proceeding if he acted in good faith and in a

manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or convention or upon a plea of nolo contendere or its equivalent shall not of itself create a irrebuttable presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to. the best interests of the corporation and. with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

2. Derivative and Corporate Actions. The Middle District Bankruptcy Bar Association, Inc. 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 by or in the right of the Middle District Bankruptcy Bar Association, Inc. to procure a judgment in its favor by reason of the fact that he is or was a representative of the Middle District Bankruptcy Bar Association, Inc. or is or was serving at the request of the Middle District Bankruptcy Bar Association, Inc. as a representative of another domestic or foreign corporation for profit or not-for-profit. partnership. joint venture, trust or other enterprise. against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Middle District Bankruptcy Bar Association, Inc. Indemnifications shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Middle District Bankruptcy Bar Association, Inc. unless and only to the extent that the Court of Common Pleas of the judicial district embracing the County in which the registered office of the Middle District Bankruptcy Bar Association, Inc. is located or the Court in which the action was brought determines 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 that the Court of common pleas or other court shall deem proper.
3. Mandatory Indemnification. To the extent that a representative of the Middle District Bankruptcy Bar Association, Inc. has been successful in defense of any action or proceeding referred to in Article XIII, Paragraph 1 above relating to third-party actions or Article XIII, Paragraph 2 above relating to derivative actions or in defense of any claim, issue or matter therein, such representative shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection therewith.
4. Procedure for Effecting Indemnification. Any indemnification under Article XIII, Paragraph 1 above actions (relating to third party actions). or Article XIII, Paragraph 2 above (relating to derivative actions) shall be made by the Middle District Bankruptcy Bar Association, Inc only as authorized in the specific case upon a determination that indemnification of the representative is proper under the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made:

- (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
 - (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;
 - (c) by such other body as may be provided in the bylaws; or
 - (d) by the members.
5. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article may be paid by the Middle District Bankruptcy Bar Association, Inc. in advance of the final disposition of the action or proceeding upon receipt of the undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he is not entitled to be indemnifiable by the Middle District Bankruptcy Bar Association, Inc as authorized in this Article or otherwise.
6. Supplementary Coverage.
- (a) General rule. - The indemnification and advancement of expenses provided by or granted pursuant to the other sections of this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. The Middle District Bankruptcy Bar Association, Inc. may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations. whether arising under or pursuant to this section or otherwise.
 - (b) When indemnification is not to be made. - Indemnification pursuant to subsection (a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
 - (c) Grounds. - Indemnification pursuant to subsection (a) under any bylaw agreement, vote of directors or otherwise may be granted for any action taken or any failure to take all, action and may be made whether or not the Middle District Bankruptcy Bar Association, Inc. would have the power to indemnify the person under any other provision of law except as provided in this Article and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Middle District Bankruptcy Bar Association, Inc.

(d) Trust property. - This Article shall not affect the liability of a representative with respect to the administration of assets held by the Middle District Bankruptcy Bar Association, Inc. relating to authority to take and hold trust property.

7. Power to Purchase Insurance. The Middle District Bankruptcy Bar Association, Inc. shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the Middle District Bankruptcy Bar Association, Inc. or is or was serving at the request of the Middle District Bankruptcy Bar Association, Inc. as a representative of another domestic or foreign Corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Middle District Bankruptcy Bar Association, Inc. would have the power to indemnify him against that liability under the provisions of the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

ARTICLE XV – AMENDMENTS

1. These By-Laws may be adopted, amended or repealed by the vote of 15 members entitled to vote at any regular or special meeting duly convened after notice to the members of that purpose. The content of any proposed Amendment must be e-mailed via the ListServ (mdbb-33602@memberclicks.com) no less than twenty-one (21) days prior to any vote on the proposed Amendment.