

BYLAWS
OF THE PENNSYLVANIA STATE ASSOCIATION
OF PROTHONOTARIES AND CLERKS OF COURTS

Adopted at Johnstown, Pennsylvania on October 10, 1947. Amended 1949, 1950, 1951, 1959, 1960, 1969, 1971, 1973, 1975, 1978, 1979, 1987, 1990, 1995, 2005, 2008, 2015, 2016

ARTICLE 1 – ORGANIZATION

The name of this organization shall be the Pennsylvania State Association of Prothonotaries and Clerks of Courts and its official conduct shall be governed by the Act of August 9, 1955 (PL.323) known as “The County Code.”

ARTICLE II – OBJECTIVE

The objectives of the Association are for the purpose of securing more uniformity and cooperation in the conduct of their offices and improving their service to the public.

ARTICLE III – Membership

Section 1 – All persons holding the Office of Prothonotary. Clerk of Courts or the Principal of the Office, by election, appointment or an acting capacity, who maintain the records of the Court of Common Pleas. Civil and/or Criminal Division, shall be eligible for active membership in this Association. Active members are entitled to one vote per member.

Section 2 – All persons who have ever held the Office of Prothonotary. Clerk of Courts, Principal of the Office or Deputy, but whose term has terminated or who is no longer a Deputy, shall be eligible for associate membership in this Association with all the rights and privileges except the right to vote.

Section 3 – Any Deputy Prothonotary, Deputy Clerk of Courts or the Deputy Clerk or by any title same to the Principal of the Office as stated in Section 1 duly accepted into the membership of this Association is an associate member and shall have the same rights and privileges as set forth in section 1 and 2 except the right to vote.

Section 4 – Any other interested persons whom the Association duly accepted into Association Membership upon approval of the Executive Committee shall have all the rights and privileges except the right to vote or hold an elective office.

Section 5 – All active members of this Association, whose dues and county assessment have been paid, shall have the right to be elected as officers of this Association and to attend all meetings of the Association either in person or by proxy, such proxy being limited to the designation of the Chief, First or Second Deputy or Solicitor of that county or other Association member with the right to vote. No member shall carry more than one proxy. All associate members of this Association shall be eligible to attend any annual or special meeting of the Association and to enter into discussions at such meetings but shall not be eligible to vote.

ARTICLE IV – ANNUAL CONFERENCE

The Association shall hold an Annual Conference within the State during the week of June ending with the last Saturday in June, beginning in 2018. The corresponding year's President, with the approval of the Executive Board, shall select the place of said conference; however, the date shall not be changed without prior approval of the Executive Board. Upon the approval of the Executive Board regarding a change in conference dates the Secretary of the Association shall promptly notify the membership of said change by electronic mail or paper.

ARTICLE V – OFFICERS

Section 1 – The Officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. All the Officers shall be elected by the ballots of members present, and the Officers shall be elected for the ensuing year at the Annual Conference and those officers' terms shall begin upon administration of the oath. The Secretary and Treasurer may receive compensation in amounts to be determined by the Executive Committee.

Section 2 – All Officers and Board Members shall be active officials. In the case that no active member is interested in the Secretary or Treasurer positions, then an associate member can serve in that capacity.

Section 3 – No member can be an Officer or a member of the Executive Committee in this Association if that member concurrently holds an elected or appointed county, state, or federal office, other than in those cases where dual offices are authorized by law.

ARTICLE VI – DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the Association. The President shall exercise powers and perform the duties usually incident to a Chief Executive Officer, shall be ex-officio member of all committees, shall preside at all sessions of the Annual Convention, shall appoint active members of the Association to all committees and may change personnel of any committee, shall countersign all orders drawn upon the Treasurer for the payment of money from the funds of the Association, and shall annually appoint a person to stand in the stead of the Secretary and Treasurer in the even these Officers are unable to perform their duties during their term of office. In addition to the exercise of the duties authorized herein, the President of the Association shall be responsible to communicate the official position of the Association on all matters including but not limited to legislative matters as may be required from time to time. Prior to communicating the official position of the Association, a poll of the members of the Association shall be taken. A poll of the members may only be taken upon authorization from the Executive Committee at anytime other than the annual meeting. The official position of the Association shall be that position of the majority of the members of the Association authorized to vote and in good standing pursuant to Article III – Membership. The President shall consult with the chair of the appropriate standing committee prior to polling the membership and shall direct the committee to provide sufficient information to the membership prior to taking a poll of the members so the members are informed on the matter that is the subject of the poll. The means of polling shall be at the discretion of the Executive Committee. The vote of each member voting in the poll shall be recorded in roll call form and the roll call vote shall be reported to the membership.

ARTICLE VII – DUTIES OF THE FIRST VICE PRESIDENT

In the absence or the inability of the President to preside over the meetings of the organization or fulfill the duties herein before prescribed to the office of the President, these duties shall be performed by the First Vice President.

ARTICLE VIII – DUTIES OF THE SECOND VICE PRESIDENT

In the event of the absence of the President or First Vice President, or the inability of either to attend their duties, the duties and functions of the office shall be exercised by the Second Vice President.

IX – DUTIES OF THE SECRETARY

The Secretary shall attend all sessions of the Annual Conference of the Association and all meetings of the executive Committee or any meeting when requested by the President and keep accurate records of the proceedings of said conference or of said committee. Said minutes of those sessions and meeting shall be transcribed and given to the President for approval within three weeks after such session or meeting. The Secretary shall be the custodian of the Policy of Insurance and the bond for the Treasurer and any other bond or bonds of the Association.

ARTICLE X – DUTIES OF THE TREASURER

The Treasurer shall collect the annual Association Dues from each of the various counties within the state and shall be the custodian of all funds of the Association, shall keep a record of all monies received, and shall honor and pay requests/invoices approved by the President from the funds of the Association. The Treasurer shall deposit all funds of the Association in a bank or banks selected with approval by the Executive Committee. The Treasurer shall provide detailed accounting reports at Executive Board meetings, or whenever requested by the Board, along with copies of current bank statements. A previous conference report and annual report of the Association are provided to all members at the annual conference. All financial records of the Treasurer are audited annually by the Audit Committee who is appointed by the President. The Treasurer shall give to the Association good and sufficient bond, with a surety company as surety, in such amount as the Executive Committee may designate; said bond shall provide for faithful accounting for all funds of the Association. The premium on the Treasurer's bond shall be paid by the Association.

ARTICLE XI – COMMITTEES AND DUTIES

Section 1 – The Executive Committee shall consist of all Elected Officers of the Association, the immediate Past President and six (6) other members of the Association who shall be elected at the Annual Conference. The six (6) elected shall be voting members of the Association. The duties of the Executive Committee shall be to act with full power for the Association in case of emergency. The Executive Committee may appoint a Solicitor for the Association and approve the Solicitor's retainer.

Section 2 – The Legislative Committee shall consist of nine (9) persons to be appointed by the President. One (1) person shall be from each of the nine (9) regions, said regions to be designated

by the Executive Committee. From the nine (9) persons so appointed, the President shall designate three (3) as representatives plus one (1) alternate to the Pennsylvania State Association of Elected County Officials (P.S.A.E.C.O.) The Legislative Committee shall have charge of all proposed legislation approved by the Association and shall submit to the Association at its Annual Conference proposed bills for consideration of the Association for introduction at the next session of the Legislature. Such committee shall have charge of the expenditure of such an amount from the funds of the Association as may be appropriated by a vote of the members of the Annual Conference or executive Committee to carry on legislative work.

Section 3 – Contracts – All contracts dealing with any function shall be reviewed by the Solicitor (legal counsel) and approved and signed by the President with the exception of contracts for upcoming conferences which can be negotiated by the Officer who is having that conference and signed by that Officer after review by the Solicitor. All contracts will be held by the Secretary and copied to the President and Solicitor and other interested parties as determined by the President.

Section 4 – Committees – The following is a list of standing committees to be appointed by the President: Auditing; Bylaws; Legislative (see Article XI, Section 2); PSAECO (SEE Article XI, Section 2); Manual Committees – Clerks of Courts and Prothonotaries; and Nominating. The following is a list of suggested committees to be appointed by the President; Distribution; Orientation; Ways and Means; Yearbook; Historian; Vendor; Continuing Education and Automation/Website. The Governor appoints the representatives to the Pennsylvania County Records Committee (1 Clerk and 1 Prothonotary).

ARTICLE XII – EXPENSES

The expenses of the Annual Conference of the Association, including the annual Association dues, printing, committee expenses and stenographer, shall be paid by the respective counties as provided by Legislature and shall be collected by the Treasurer.

ARTICLE XIII – RULES OF ORDER

Except as otherwise decided by two-thirds vote of the members present and voting, the parliamentary practice which shall govern the deliberations of the Association at its Annual Conference shall be the Robert's Rules of Order.

ARTICLE XIV – VACANCIES

The President shall fill all vacancies that occur on the Executive Committee for the unexpired term; said appointment to terminate when the general assembly convenes at the next Annual Conference. Should a vacancy occur in the office of President, the office shall automatically be assumed by the First Vice President. Should a vacancy occur in the office of the First Vice President, the office shall automatically be assumed by the Second Vice President. To fill any of the aforementioned offices, other than as prescribed above, the President shall select a nominee who shall be a member of the Executive Committee; said nominee to be approved by the Executive Committee by a majority vote to fill the vacancy created.

ARTICLE XV – EXECUTIVE BOARD (COMMITTEE) LIABILITY AND INDEMNIFICATION

Section 1 – In accordance with and to the fullest extent permitted by the Director’s Liability Act (15 Pa. C.S.A. Chapter 5B), no person who is or was a member of the board shall be personally liable for monetary damages as such for any action taken, or failure to take action as a member of the board, unless:

- (a) the member has breached or failed to perform any duties his/her office as defined in 15 Pa. C.S.A. Chapter 5B (relating to standard of care and justifiable reliance); and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2 – If Pennsylvania law hereafter is amended to authorize the further elimination of or limitation on the liability of directors, then the liability of a member of the board, in addition to limitation on personal liability provided therein, shall be limited to the fullest extent permitted by amended Pennsylvania law.

Section 3 – The Board shall indemnify each person who is or was a member or officer of the Board or of any other corporation or other entity which he/she served as such at the request of the Board, against any and all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the Board or such corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as party or otherwise (other than a party plaintiff suing on his/her own behalf or in the right of the board), by reason of being or having been a member or officer of the Board or of such other corporation or entity, or by reason of any past or future action taken or not taken in his/her capacity as such member or officer, whether or not he/she continues to be such at the time such liability or expense is incurred, except where there shall have been a judgment rendered by a court specifically finding that the action or conduct of such member or officer constituted willful misconduct or recklessness. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, and penalties against, and amounts paid in settlement by a member or officer. Expenses incurred with respect to any claim, action, suit, or proceeding described above may be advanced by the Board prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he/she is not entitled to indemnification under this Article. The right of indemnification provided in the Article shall be in addition to any rights to which any person concerned may otherwise be entitled to by contract or as a matter of law and shall inure to the benefit of the heirs, executors, and administrators of any such person. The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a member or officer of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation or other entity, against any liability asserted against him/her and incurred by him/her in such capacity, or arising out of his/her status as such whether or not the Board would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 4 – The intent of the Article is to protect and indemnify the members of the Board and officers against any liability to the fullest extent permitted by law in consideration of the services they render to the Board. Nothing contained in this Article shall be construed to limit or impair any other provisions of any other document providing protection or indemnification, including, but not limited to, the provisions contained in 15 Pa. C.S.A. Chapter 7B.

ARTICLE XVI – AMENDMENTS TO BYLAWS

Amended only at Annual Conference by a two-thirds vote of the active Association Members present in General Assembly. Proposed amendments shall be presented to President and

Chairperson by Bylaws Committee in writing at least sixty (60) days prior to the first day of the Annual Conference. Notice of proposed amendments shall be presented in writing to all members not less than thirty (30) days prior to Annual Conference. Proposed amendments shall be presented to members at Annual Conference registration and voted upon at a general session of the association during the Annual Conference.