

**CHARTER and BY-LAWS**  
**of**  
**THE LACKAWANNA BAR ASSOCIATION**

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**MISSION**

The mission of the Lackawanna Bar Association is to serve the legal profession and the public by promoting justice, professional excellence, and respect for the rule of law. In so doing, the Association strives to foster understanding of, involvement in and access to the justice system and to promote collegiality among its members.

**CHARTER**

I. The name of the corporation shall be THE LACKAWANNA BAR ASSOCIATION.

II. The registered office of the Association shall be at such location as the Board of Directors may from time to time designate. The current mailing address for the Association is 233 Penn Avenue, Scranton, PA 18503.

III. This Association does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. Its purposes are improving and making professional contribution to the administration of justice: establishing and maintaining ethical standards or conduct, protecting the public and lawyers in their professional relations, publishing the Lackawanna Jurist and legal reports, notices and news; providing for its members information and educational and cultural opportunity; increasing mutual helpfulness, fellowship and friendliness; and promoting their general welfare to the end that they may serve ably, with fidelity and honor.

IV. The term for which the corporation is to exist shall be perpetual.

V. The Association shall have no authority to issue shares of stock.

VI. Membership, except honorary or special without power to vote, shall be limited to members of the bar of Lackawanna County, Pennsylvania.

VII. The Powers to make, alter, amend, and repeal by-laws shall be in the membership of the Association.

VIII. Only members of the Association may serve as directors.

**BY-LAWS**

**ARTICLE I**

**MEMBERSHIP AND DUES**

SECTION 1. The membership of the Association shall consist of active members, associate members, and honorary members. Membership may never be restricted on account of race, gender, or creed. Except for non-payment of dues no member shall be suspended or expelled except by the procedure hereinafter set forth.

SECTION 2. (a) The annual dues of active members of the Association shall be fixed by the members at the annual meeting of the Association and shall remain so fixed until changed at an annual meeting.

(b) Newly admitted active members of the Association shall pay no dues for the calendar year in which they were admitted, 80% during their second year of membership, 60% during their third year of membership, 40% during their third year of membership, and thereafter shall be charged 100% of the dues of active members.

(c) Associate members shall pay 1/3 of the dues of active members.

(d) Any member of the Association may become a sustaining member upon payment of such amount over and above the dues of active members as may be established by the board of directors from time to time.

SECTION 3. Active members shall be members of the legal profession in good standing before the Bar of the Supreme Court of Pennsylvania who maintain an office in Lackawanna County. These members shall likewise by virtue of the payment of their dues become members of the Pennsylvania Bar Association. Active members shall be entitled to all the rights and privileges of this Association.

SECTION 4. Associate members shall be members of the legal profession in good standing before the Bar of the Supreme Court of Pennsylvania but who do not maintain an office in Lackawanna County, or who by reason of age, infirmity or other good cause, are not actively engaged in the practice of law in Lackawanna County. The qualifications of associate members shall be subject to the approval and the discretion of the board of directors and such members shall be entitled to such rights and privileges as may be established by the board of directors.

SECTION 5. Honorary membership may be conferred by majority vote of the Board of Directors. Honorary members shall not be required to pay dues and shall be entitled only to such privileges as may be bestowed upon them.

SECTION 6. (a) Any member of the Association who has attained age 75 and who has been a member of the Association for 25 consecutive years or more shall be exempt from payment of dues.

(b) Any member of the Association in full-time, active military service shall be exempt from payment of dues for the calendar year for which they enter the service and until the beginning of the calendar year following their release from service.

(c) In the discretion of the board of directors and on a case by case basis, a member of the Association who is disabled to the extent the member cannot perform substantially all of the requirements of the member's practice may be excused from the payment of dues for such period as the board may deem appropriate, which period may be subject to review by the board from time to time.

SECTION 7. (a) Any member who is delinquent in the payment of the member's dues shall be suspended automatically sixty days after written notice of such delinquency shall be sent to said member. A member shall be deemed delinquent if the member's dues are not paid by December 31 of the year for which the dues are imposed.

(b) A suspended member shall be denied all privileges of the Association. Upon payment of all delinquent dues by the member, such member shall be reinstated automatically.

(c) The officers of the Association or the Board of Directors by a majority vote shall have full power and authority to remit dues in whole or in part of any member if they deem proper under the circumstances.

SECTION 8. The Board of Directors is empowered and directed to constitute this Association as an affiliate association of the Pennsylvania Bar Association.

SECTION 9. (a) All members of the Association are expected to act in accordance with the Association's Mission Statement and the Attorney's Code of Professionalism and Ethics. The behavior of members toward one another and in public should reflect the Association's commitment to professionalism, equality, and diversity. Members are expected to maintain the collegiality and the positive image of the bar at all times. Disparaging language or offensive actions that are contrary to the Mission Statement are unacceptable and will not be tolerated.

(b) Any member may be expelled from the Association for conduct detrimental to the aims and purposes of the Association by a two-thirds vote of the directors present at any meeting of the board after notice of the proposed action to all directors and to the member against whom the action is to be taken who may appear and address the board on the matter, either in person or through counsel.

(c) Within 15 days after expulsion, the member may appeal to the membership by notice in writing delivered to the president requesting that a meeting be called to hear the appeal. The meeting shall be called within 21 days after receipt of the appeal with notice to the membership of the business to be conducted. The member shall have the right to be present and to address the meeting in person or by counsel and a two-thirds vote of the members present shall be required to affirm the action of the board.

(d) Disbarment or suspension from practice in the Commonwealth of Pennsylvania shall result in termination of membership in the Association during the period of disbarment or suspension without further action by the board or by the Association.

(e) Termination of membership by expulsion, disbarment, suspension, or voluntary resignation shall immediately result in the forfeiture of any position or assignment, elected or appointed, within the Association.

## **ARTICLE II**

### **MEETINGS OF THE ASSOCIATION**

SECTION 1. (a) The regular annual meeting of the Association shall be held in January of each year or at such time and place in the County of Lackawanna as the Board of Directors shall appoint. In the event Lackawanna County is subject to a federal, state, or local state of emergency that prevents the Association from holding its annual meeting, the Board of Directors shall reschedule the meeting, or hold a live virtual meeting, as it deems appropriate.

(b) At the annual meeting officers, directors, and executive committee members shall be elected as provided in Articles III, IV and V and such other business transacted as may be brought before the meeting.

SECTION 2. (a) Regular meetings of the Association may be held on such schedule as may be established by the board of directors from time to time.

(b) Special meetings of the Association may be called by the president or by the board of directors after reasonable notice and shall be called by the president on the written request of 25 members. Notices of special meetings shall state the items of business to be considered at the meetings.

SECTION 3. (a) Fifty members shall constitute a quorum at the annual meeting of the Association.

(b) Twenty-five members shall constitute a quorum at any regularly scheduled or special business meeting of the Association.

(c) Any number shall constitute a quorum at a special commemorative meeting.

SECTION 4. Upon the application of any three members to the president a special memorial meeting shall be called in memory of any deceased member of the bar even though the decedent was not, at the time of the member's death, a member of the Association.

SECTION 5. Only active members shall have the right to vote at meetings of the Association.

SECTION 6. Unless proscribed by the Board, when matters to be considered at a meeting are announced in advance of the meeting by publication in The Lackawanna Jurist and/or by mail notice to the members, those members eligible to vote shall have the right to vote by mail ballot and a mail ballot properly received and counted at the meeting shall also be counted as a member in attendance for the purpose of establishing a quorum.

SECTION 7. Mail ballots may be submitted on a form proposed by the Association or on any plain paper provided the ballot shall adequately identify the issue and the vote of the member.

SECTION 8. Ballots shall be folded in such a manner that the writing thereon cannot be read and shall be sealed in an envelope on which the individual member voting and the issue on which the vote is being cast shall be identified. It shall be the responsibility of the member to see that the ballot is received by mail or hand delivery in time to be counted at the meeting.

SECTION 9. At time of voting, envelopes containing ballots properly received shall be opened and the ballots shall be mixed in such a manner as to preserve secrecy. The ballots shall then be unfolded and counted in such a manner as the presiding officer shall direct. The ballot of any member who is present at the meeting at time of voting shall be declared void.

SECTION 10. When a matter is substantially amended at a meeting, mail ballots submitted on the matter shall be considered for the purpose of determining a quorum, but the ballots shall not be counted on the issue. The question of whether an amendment is substantial as well as all other questions concerning the proper receipt, casting, and counting of the ballots shall be determined solely by the presiding officer whose decision shall be final without debate or appeal.

SECTION 11. Mail ballots shall not be allowed in voting for elections to any office of the Association.

### **ARTICLE III**

#### BOARD OF DIRECTORS

SECTION 1. (a) The board of directors shall consist of the officers who are members of the Association, the executive committee, and 10 directors, elected as hereinafter set forth.

(b) Each past president of the Association shall be ex officio voting members of the board of directors for 3 years following the member's term of office as president.

SECTION 2. (a) At each annual meeting of the Association, there shall be elected, in addition to the officers, one member of the executive committee and one director representing the senior bar who shall be over the age of 35 on the date of election.

(b) The remaining seats of the board shall be filled by the president, president-elect, vice president, secretary, treasurer, and immediate past president of the Young Lawyers Section who shall sit on the board during their terms in such offices.

(c) Senior directors and members of the executive committee shall each be elected for a term of 5 years but shall thereafter be ineligible for reelection to the same office until at least 1 year shall intervene after the close of their respective terms.

(d) The executive committee shall consist of the officers of the Association plus five members of the Association elected to serve on the executive committee.

SECTION 3. Any vacancy on the board of directors, regardless of the source of election, shall be filled by vote of the remaining members of the board, provided that if the vacancy creates an unexpired term, the remainder of the term shall be filled at the next annual meeting of the Association

SECTION 4. (a) Regular meetings of the board of directors shall be held at such times and places as the board may establish from time to time.

(b) Special meetings of the board of directors may be called by the president or by any 3 directors upon reasonable notice, which notice shall state the matter to be considered at the special meeting.

(c) The executive committee shall be vested with all of the ordinary powers and duties of the board of directors between meetings of the board and at meetings of the board shall report on all actions taken by the executive committee since the preceding meeting of the board.

SECTION 5. Absence from 2 consecutive regular meetings of the board without an acceptable excuse or absence from any 5 meetings, regular or special, in any calendar year without an acceptable excuse may be considered grounds for expulsion of the delinquent member, which may be accomplished by vote of the board at any regular or special meeting after notice of the proposed action given to all directors.

SECTION 6. (a) One-third of the members of the board of directors holding office shall constitute a quorum at any meeting of the board.

(b) One-third of the executive committee holding office shall constitute a quorum at any meeting of the committee; provided that in the conduct of its business, the committee shall be composed of members elected to the committee together with the officers of the Association.

#### **ARTICLE IV**

##### **OFFICERS**

SECTION 1. The officers of the Association shall be the president, president-elect, vice president, secretary, and treasurer, who shall be elected annually for a one-year term by the Association. The powers, duties, and compensation, if any, of all officers shall be determined by the board of directors, from time to time, by standing rules. At the expiration of the term of election of the president, the president-elect shall become president and provided further that where a president-elect fills the unexpired portion of a presidential term, it shall not be counted as a term under the limitation provisions of this section.

SECTION 2. The president, or in the president's absence the president-elect or vice president, shall preside at all meetings of the board of directors, or Association, and shall vote only in case of a tie vote.

SECTION 3. The president shall make the President's Award to a member who exemplifies distinguished service to the legal profession.

#### **ARTICLE V**

##### **EXECUTIVE DIRECTOR**

SECTION 1. The Board of Directors may hire and shall prescribe the duties and compensation of an Executive Director who shall serve at the pleasure of the Board of Directors.

SECTION 2. The Executive Director shall be the chief non-elected Executive Officer of the Association.

SECTION 3. The Executive Director shall provide notice of the Annual Meeting of the Association and shall provide notice of all meetings of the Board of Directors to the members of the Board.

SECTION 4. The Executive Director shall implement the policies, resolutions, and By-Laws of the Association and shall be prohibited from taking

any action contrary to the policies, resolutions, and By-Laws of the Association.

SECTION 5. The Executive Director shall be responsible for the proper administration of the Association's programs, services, and activities.

SECTION 6. The Executive Director shall assist the Officers in the performance of their duties.

SECTION 7. The Executive Director shall appear publicly on behalf of the Association and promote its policies, objectives, and resolutions.

SECTION 8. The Executive Director shall consult the Board of Directors on Board level policy matters, make recommendations to the Board of Directors with regard to operating policies and procedures of the Association, and make regular reports to the Board of Directors on his/her activities.

SECTION 9. The Executive Director shall, on a day-to-day basis, manage the operation of the Association, including but not limited to, the Association's facilities, assets, personnel, books, records, and accounts, and shall employ, supervise, or dismiss all employees of the Association.

SECTION 10. The Executive Director shall have the authority to enter into renewal or new contracts, leases, and other agreements, as specifically delegated by a Board of Directors.

SECTION 11. The Executive Director shall supervise the conduct of nominations and elections in the manner prescribed by the By-Laws; provided however, that any dispute related to the conduct of elections shall be finally resolved by the Board of Directors.

SECTION 12. The Executive Director, as appropriate, shall attend the meetings of the Board of Directors, Executive Committee of the Board of Directors, and other meetings of Committees.

SECTION 13. The Executive Director shall perform other duties as assigned or delegated by the Board of Directors and/or the Officers of the Association and as set forth in the written position description.

## **ARTICLE VI**

### **YOUNG LAWYERS SECTION**

SECTION 1. Members of the Association shall be and may remain members of the Young Lawyers Section until the annual meeting of the Association next following the 40th birthday of the member, provided that newly admitted members of the Association shall be entitled to a minimum of 5 years' membership in the Young Lawyers Section.

SECTION 2. Any member of the Young Lawyers Section may terminate membership in said section by filing a written declaration of the member's election to do so with the secretary of the Association.

SECTION 3. The Young Lawyers Section shall be specifically charged with initial assistance to an organization of all members of the Association who are also members of the Young Lawyers Section. Such duties shall include promotion of interest in general bar association activity, as well as practical experience in the operation and guidance of the bar association. To this end,



the Young Lawyers Section may conduct educational seminars and sponsor various social activities.

SECTION 4. (a) The officers of the Young Lawyers Section shall be a president, vice president, secretary, and treasurer.

(b) Officers shall be elected for a term of 1 year at the annual meeting of the Association.

(c) Only members of the Young Lawyers Section in good standing shall be eligible to vote on matters before the section or to hold office therein.

SECTION 5. The Young Lawyers Section shall be charged with the duty to organize and conduct a program for the annual Law Day Observance.

SECTION 6. The Young Lawyers Section may be funded by the Association on a yearly basis.

SECTION 7. The Young Lawyers Section shall have the general power to adopt by-laws not inconsistent with the charter, by-laws, and resolutions of the Association.

SECTION 8. The Board of Directors of the Young Lawyers Section shall consist of the officers elected as set forth in Section 4 of this Article together with 12 directors elected as hereinafter set forth.

SECTION 9. Directors shall be elected at the time of election of officers provided that at the first election after adoption of this amendment 4 directors shall be elected for a term of 1 year, 4 directors shall be elected for a term of 2 years, and 4 directors shall be elected for a term of 3 years. At each election thereafter, 4 directors shall be elected for terms of 3 years.

SECTION 10. Loss of membership in the Young Lawyers Section by reason of age, voluntary action, or any other cause shall immediately create a vacancy in any office held by the member.

SECTION 11. All matters concerning the officers and directors of the Young Lawyers Section not specifically addressed herein shall be governed and determined by Articles 3 and 4 of these by-laws pertaining to directors and officers.

## **ARTICLE VII**

### **ELECTIONS**

SECTION 1. Elections for all elective positions shall be conducted at the annual meeting of the Association at which time the members shall vote for the various offices to be filled and cumulative voting shall not be allowed. In addition to balloting at the annual meeting, the Board of Directors shall have the authority to allow balloting at such times as they

shall direct between the hours of 9:00 a.m. and 5:00 p.m. on the last business day before the annual meeting and between the hours of 9:00 a.m. and 12:00 noon on the day of the annual meeting, which procedure must be published in the Lackawanna Jurist at the same time as the publication of the report of the Nominating Committee as provided for in Article VI, Section 3.

SECTION 2. At least 60 days before the annual meeting, the president shall appoint a nominating committee of which the immediate past president shall be chairperson. In the event the immediate past president is not available, the president shall name a chairperson giving preference to past presidents of the Association.

SECTION 3. The nominating committee shall compile a list of candidates for the various offices to be filled at the annual meeting, listing at least one candidate for each office and shall cause the list so compiled to be advertised in the Lackawanna Jurist not more than 45 days, but not less than 30 days, before the annual meeting.

SECTION 4. All members of the Association who wish to have their names placed on the ballot for any office must notify the nominating committee at least 21 days before the annual meeting.

SECTION 5. Subsequent to its publication of the list of nominees, and not less than 10 days before the annual meeting, the nominating committee shall cause to be published in the Lackawanna Jurist the names of any other members of the Association who have stated an intention to run for any office but were not nominated by the nominating committee.

SECTION 6. No nominations will be allowed later than 21 days before the annual meeting and no nominations will be allowed to be made from the floor at the annual meeting.

SECTION 7. In the event of a tie vote for any office, the tie may be broken by any method agreed upon by the candidates involved and, in the absence of an agreement, shall be broken by the method known as "cutting the book."

## **ARTICLE VIII**

### **CONFLICT OF INTEREST POLICY**

Section 1. A conflict of interest is involvement in a transaction, representation or relationship which presents or may present a conflict between a Board Member's fiduciary obligations to the Association and the Board Member's personal, individual business, third-party, and other interests.

Section 2. All conflicts of interest are not necessarily prohibited or harmful to the Association; however, full disclosure of all actual and potential conflicts is required.

Section 3. All actual and potential conflicts of interest shall be disclosed by Board Members prior to discussion and vote upon any issue before the Board of Directors. The affected Board member shall then recuse him or herself from both the discussion about and vote on the issue in which there is a conflict or potential conflict of interest. Should the Board member not be certain if the situation requires recusal, guidance shall be sought from the Board President and/or Counsel to the Board. Recusals from discussion and vote at the Board level shall be so noted in the Minutes of the meeting where such recusal occurred.

Section 4. On an annual basis, all Board Members shall be provided with a copy of this policy and required to complete and sign an acknowledgement form. Completed forms shall be provided to and reviewed by the Secretary of the Association.

## **ARTICLE IX**

### **COMMITTEES**

SECTION 1. Committee on Court Rules: This committee shall be composed of four (4) subcommittees titled the Civil Rules Committee, the Criminal Rules Committee, the Family Law Rules Committee, and the Orphan's Court Rules Committee. The members appointed by the president shall make studies of the procedures and problems involved in matters within their respective areas of the law and in cooperation with the Court shall develop proposals for the more efficient, effective, and economical operation of the law and shall take such practical measures as are reasonably calculated to keep the Association informed on the results of their efforts.

SECTION 2. Finance Committee: This committee, appointed by the president, shall supervise the financial affairs of the Association; shall assist in drafting the annual budget of the Association; and shall supervise the administration of the budget.

SECTION 3. Equal Access to Justice Committee: This committee, appointed by the president, shall act as liaison between the Association and the Legal Aid and Public Defenders Associations.

SECTION 4. Lackawanna Jurist Committee: This committee appointed by the president, shall cooperate with the staff of the Lackawanna Jurist in an effort to improve the publication and render it more effective and informative for the benefit of members of the Association.

SECTION 5. Medical-Legal Committee: This committee, appointed by the president, shall study the relationship between the Association and the Lackawanna Medical Society and discuss and develop programs and procedures for

more efficient, effective and harmonious cooperation between members of the two organizations for their mutual benefit and also for the benefit of members of the public whose legal and medical affairs are handled by members of the organizations.

SECTION 6. Committee on the Judiciary: This committee appointed by the president, shall establish and maintain means of communication and a professional relationship between members of the judiciary and members of the Association with a view to promoting a better understanding of their respective rights and responsibilities.

SECTION 7. Committee on Continuing Legal Education: This committee, appointed by the president, shall study, seek, and promote means of furthering the legal education and knowledge of the bench and bar.

SECTION 8. Chief Justice Michael J. Eagen Award Committee: This committee shall be composed of the immediate past president, the president, the president-elect, and the vice-president of the Lackawanna Bar Association and the President Judge of the Lackawanna County Court of Common Pleas. If the President Judge of the Court is unavailable, the president shall appoint remaining judges in the order of their seniority. The committee shall nominate for a public service award a person or an organization of the area whose contributions to community development and improvement they consider to be outstanding.

SECTION 9. T. Linus Hoban Lecture Series Committee: This committee, appointed by the president, shall cooperate with the University of Scranton and/or other appropriate organizations in presenting a lecture series on matters of interest and importance to the general public by speakers recognized as experienced, informed and authoritative on matters of local, state, national or international import.

SECTION 10. Unauthorized Practice of Law Committee: This committee, appointed by the president, shall act as liaison with the Pennsylvania Bar Association Unauthorized Practice of Law Committee in investigating reports of the unauthorized practice of law and making recommendations to resolve these problems.

SECTION 11. Civil Rights Committee: this committee, appointed by the president, shall act as liaison with the Pennsylvania Bar Association Civil Rights and Responsibilities Committee in addressing court decisions and legislation regarding abridgement or infringement of civil rights.

SECTION 12. Fee Dispute Committee: this committee, appointed by the president, shall make recommendations regarding fee disputes between members of the Association and the public.

SECTION 13. Community and Member Support Committee: this committee, appointed by the president, shall be responsible for reviewing requests for financial support from association members and/or charitable organizations

within the community and to make formal recommendations to the Board of Directors.

SECTION 14. Past Presidents Committee: There shall be a Past Presidents Committee comprised of all past presidents of the Association, which shall meet at the call of the president and shall serve as an advisory body to the Association.

SECTION 15. The president shall have the power to appoint such other committees as the president or the board of directors deem advisable.

SECTION 16. The chairperson of each committee shall be responsible for the progress and effectiveness of the committee and shall submit reports of committee activities at regular meetings of the board.

## **ARTICLE X**

### **FINANCES**

SECTION 1. Bills and capital expenditures of the Association in excess of such amount as may be established by the board from time to time shall be presented to the board at the next regular meeting following receipt of the bill or request for payment of the capital expenditure and, when approved by the chairperson of the committee in charge, may be ordered paid by the board.

SECTION 2. The treasurer may pay bills of the Association not in excess of the amount established under authority in Section 1 of this article, provided the bill is approved by the chairperson of the appropriate committee, the chairperson of the finance committee, the executive director of the Association, or any two of them.

SECTION 3. Without prior authority from the board, committees shall not incur bills in excess of such amount as may be established by the board from time to time.

## **ARTICLE XI**

### **CONTRACTS**

The President and Treasurer may jointly sign any contract or other instrument which the Board of Directors has authorized to be executed in the name of, or on behalf of the Association, except when the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or officers, agent, or agents of the Association, or shall be required by law to be otherwise signed or executed. Authority delegated under this Section of the By-laws to officers or agents other than the President and Treasurer may be general or confined to specific instances.

**ARTICLE XII**

NOTICES

SECTION 1. Notices of meetings of the Association or of the board of directors shall be as prescribed by the board from time to time and notice of publication in the Lackawanna Jurist shall be deemed adequate when prescribed by the board. Notices published in the Lackawanna Jurist shall be deemed received on the date of publication.

SECTION 2. Where the board prescribes any notice by mail, and the mail is properly addressed, it shall be deemed received on the date of mailing.

SECTION 3. At least 20 days before a meeting at which amendments to the charter or the by-laws are to be proposed, notice shall be published in the Lackawanna Jurist setting forth the substance of the proposed amendments.

**ARTICLE XIII**

AMENDMENTS

A two-thirds vote of the members present at any meeting of the Association duly called and duly convened in accordance with the by-laws shall be required for approval of amendments to the charter or by-laws of the Association and no amendment which has been rejected shall again be proposed in either form or substance until at least one year from the date of rejection.

**ARTICLE XIV**

WEBSITE, TECHNOLOGY, AND SOCIAL MEDIA

SECTION 1. The Lackawanna Bar Association website is designed for access and convenience to our members and the general public.

SECTION 2. Terms of use are to be reviewed and are intended to constitute a binding agreement that conditions your use of this site and the Network sites. We assume no responsibility for any postings or their content. We do not vouch for or warrant the accuracy, completeness, or usefulness of any message.

SECTION 3. Users agree to review the LBA Policy on use of technology and social media and to adhere to this policy which can be found on the LBA website and is on file in the office of the Lackawanna Bar Association.

SECTION 4. The LBA does not actively monitor or review postings. Any user who feels that a posted message is objectionable is encouraged to contact us immediately. The LBA has the ability to remove objectionable messages within a reasonable time frame provided we determine that removal is necessary.

SECTION 5. Use of the LBA site and the network sites is at the user's sole risk. There is no warranty that access to or use of this site or the network sites will be interrupted or error free; or that any particular results may be obtained by use of this site or the network sites. This site and the network sites are made available on an "as is" basis without warranties of any kind, whether express or implied, including but not limited to warranties of title or implied warranties of merchantability, fitness for a particular purpose, non-infringement or otherwise. Neither we nor any other person or entity providing content via this site or a network site shall be liable for any direct, indirect, incidental, special or consequential damages.

SECTION 6. All users agree to indemnify and hold harmless the Association and its affiliates, and their respective members, directors, officers, managers, employees, shareholders, agents, and licensors, from and against all losses, expenses, damages, and costs, including reasonable attorneys' fees, resulting from any violation by you of the LBA Policy on website, technology, and social media.

## **ARTICLE XV**

### **POWERS AND DUTIES**

In addition to the powers and duties elsewhere in these By Laws expressly granted to, or imposed upon the Board of Directors, and except for those matters which are by these By Laws expressly reserved to the membership of the Association, the Board of Directors shall have full authority and control over all the business and affairs of the Association, with power to act on its behalf, subject; however, to review and action at a subsequent meeting of the membership of the Association.