



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection**A For the 2009 calendar year, or tax year beginning , and ending****B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions

C Name of organization

Cumberland County Bar Foundation

Number and street (or P O box, if mail is not delivered to street address)

32 South Bedford Street

Room/suite

City or town, state or country, and ZIP + 4

Carlisle

PA 17013

D Employer identification number

31-1531255

E Telephone number

717-249-3166

F Group Exemption Number

▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method ☒ Cash ☐ Accrual

Other (specify) ▶

I Website: ▶ www.cumberlandbar.com

H Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check ☒ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 16,588

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1	Contributions, gifts, grants, and similar amounts received	1	2,945
2	Program service revenue including government fees and contracts	2	12,000
3	Membership dues and assessments	3	
4	Investment income	4	1,575
5a	Gross amount from sale of assets other than inventory	5a	
b	Less cost or other basis and sales expenses	5b	
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>		
a	Gross revenue (not including \$ of contributions reported on line 1)	6a	
b	Less direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	
7a	Gross sales of inventory, less returns and allowances	7a	
b	Less cost of goods sold	7b	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8	Other revenue (describe ▶ See Statement 1)	8	68
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	16,588
10	Grants and similar amounts paid (attach schedule)	10	
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	1,688
14	Occupancy, rent, utilities, and maintenance	14	3,120
15	Printing, publications, postage, and shipping	15	
16	Other expenses (describe ▶ See Statement 2)	16	2,133
17	Total expenses. Add lines 10 through 16	17	6,941
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	9,647
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	210,837
20	Other changes in net assets or fund balances (attach explanation)	20	
21	Net assets or fund balances at end of year Combine lines 18 through 20	21	220,484

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	121,501	22 115,682
23 Land and buildings		23
24 Other assets (describe ▶ See Statement 3)	89,336	24 104,802
25 Total assets	210,837	25 220,484
26 Total liabilities (describe ▶)	0	26 0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	210,837	27 220,484

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

69 2

Part V Other Information (Note the statement requirements in the instructions for Part V)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instr 37a		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 40a , section 4912 40a , section 4955 40a		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I 40b		X
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 40c		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization 40d		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T 40e		X
41 List the states with which a copy of this return is filed 41 PA		
42a The organization's books are in care of 42a Becky Morgenthal 32 South Bedford Street Located at 42a Carlisle, PA Telephone no 42a 717-249-3166 ZIP + 4 42a 17013		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 42b		X
If "Yes," enter the name of the foreign country 42b		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U S ? 42c		X
If "Yes," enter the name of the foreign country 42c		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here 43 and enter the amount of tax-exempt interest received or accrued during the tax year 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ 44		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ 45		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
49b If "Yes," was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

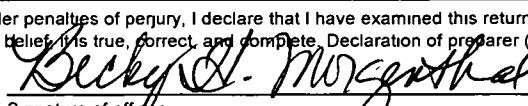
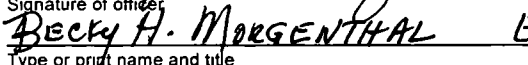
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		Date 7/23/2010	
Paid Preparer's Use Only	 Type or print name and title		Date 7/21/10	
	Preparer's signature		Check if self-employed <input type="checkbox"/>	Preparer's Identifying Number (See instr.) P00013251
	Firm's name (or yours if self-employed), address, and ZIP + 4 Greenawalt & Company, P.C. 400 West Main Street Mechanicsburg, PA 17055		EIN 23-2405297	
			Phone no 717-766-4763	
May the IRS discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	26,807	30,650	7,025	10,100	2,945	77,527
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	26,807	30,650	7,025	10,100	2,945	77,527
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						77,527

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	26,807	30,650	7,025	10,100	2,945	77,527
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,271	2,192	2,313	1,970	1,575	13,321
9 Net income from unrelated business activities, whether or not the business is regularly carried on					0	
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						90,848
12 Gross receipts from related activities, etc. (see instructions)					12	24,384
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	85.34 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	86.61 %
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Depreciation and Amortization
(Including Information on Listed Property)**2009**Attachment
Sequence No **67**

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Cumberland County Bar Foundation

Identifying number

31-1531255

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	3,120

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,120
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2009)

Federal Statements

Statement 1 - Form 990-EZ, Part I, Line 8 - Other Revenue

Description	Amount
Book Sponsors	\$ 68
Total	\$ 68

Statement 2 - Form 990-EZ, Part I, Line 16 - Other Expenses

Description	Amount
Expenses	\$
	191
Miscellaneous expense	171
Program supplies	520
Registration fee	15
Promotional expense	130
Board meeting expense	177
Building maint & repair	929
Total	\$ 2,133

Statement 3 - Form 990-EZ, Part II, Line 24 - Other Assets

Description	Beginning of Year	End of Year
Land, Building & Equipment	\$ 106,212	\$ 124,798
Less Accumulated Depreciation	19,276	22,396
Works of Art	2,400	2,400
	89,336	104,802

Statement 4 - Form 990-EZ, Part III - Organization's Primary Exempt PurposeDescription

The Foundation has been established to facilitate gifts and donations that will carry on and expand law-related charitable and educational services and to promote and foster public awareness and education of the law and the legal system.

BYLAWS
CUMBERLAND COUNTY BAR FOUNDATION

ARTICLE I
Name, Purpose, Offices and Fiscal Year

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

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

Section 1.3. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 32 South Bedford Street, Carlisle, Pennsylvania, 17013, until otherwise established by a vote of a majority of the Trustees in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of Incorporation. The corporation may also have offices at such other places as the Corporation may from time to time appoint or as the business of the corporation requires.

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

ARTICLE II
Tax Exempt Status

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

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

Section 2.3. No substantial part of the activities of the Cumberland County Bar Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Cumberland County Bar Foundation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

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

ARTICLE III

Board of Trustees

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

Section 3.2. The Board of Trustees shall consist of at least five (5) and not more than nine (9) members. Nothing herein shall be interpreted as prohibiting the officers or Directors of the Cumberland County Bar Association from serving as Trustees.

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

Section 3.4. Appointments to fill vacancies on the Board of Trustees of Cumberland County Bar Foundation, whether by virtue of expired term(s) or otherwise shall be made by the Board of Directors of the Cumberland County Bar Association.

Section 3.5. Formal contracts to which the Corporation is a party shall be executed by the Chairperson or Vice-Chairperson or President and attested by the Secretary, but only after such execution has been authorized by the Board of Trustees. Checks or other drafts on corporation funds approved by the Trustees must be signed by two of the following officers: Chairperson, Vice-Chairperson, Treasurer, Secretary and Executive Director. As of this date the Board of Trustees are covered under the Cumberland County Bar Association's D & O policy.

Section 3.6. The Board of Trustees shall have the responsibility of seeing that the objectives specified in the Articles of Incorporation are attained.

ARTICLE IV

Officers and Committees

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

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

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

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

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

Section 4.6. The Treasurer, who shall be a member of the Board of Trustees, shall oversee the use of all funds of the Corporation. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Trustees, and that all expenditures for operation are made to the best possible advantage. Funds of the Corporation shall not be paid out except as provided in these Bylaws. The Treasurer's accounts and other statements shall be audited at least once every year. In the performance of the duties of the office, the Treasurer shall have such assistance as in the judgment of the Board of Trustees may be required. The Treasurer shall not be the Treasurer of the Cumberland County Bar Association.

Section 4.7. Committees of the Board of Trustees shall be as the Board of Trustees shall from time to time determine. Committees may consist of persons not members of the Board or Cumberland County Bar Association.

ARTICLE V

Meetings

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

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

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

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

(b) Written notice of any meeting may be waived by the attendance at any meeting by the person entitled to such notice, except where a person attends a meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

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

Section 5.5. One or more persons may participate in a meeting of the Trustees or of a committee of the Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

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

- (a) Regular Meetings:
 - 1. Call to order
 - 2. Review and approval of the minutes
 - 3. Report of standing committees
 - 4. Report of special committees
 - 5. Unfinished business
 - 6. New business
 - 7. Adjournment
- (b) Special Meetings:
 - 1. Call to order
 - 2. Reading of the notice calling the meeting
 - 3. Transaction of business stated in the notice
 - 4. Adjournment

ARTICLE VI

Amendments

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

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

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

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

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

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

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

Section 7.2.

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

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

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

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

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

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

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

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

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

Section 7.5. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 7.3 or Section 7.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

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

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

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

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

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

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

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

ARTICLE VIII

Miscellaneous

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

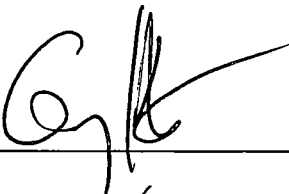
Section 8.2. Wherever any notice or communication is required to be given to any person under the provisions of the Articles of Incorporation or these Bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate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

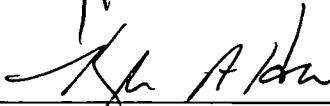
Section 8.3. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Trustees.

Approved October 14, 2009 by:

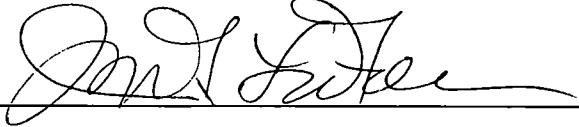
Gregory J. Katshir
Chairperson

The Hon. Kevin A. Hess
Vice Chairperson






Debra K. Wallet
Secretary

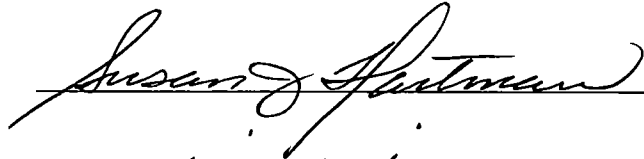
Debra K. Wallet


Jon F. LaFaver
Treasurer

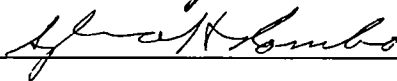
Trustees At Large:
Hamilton C. Davis

Hamilton C. Davis


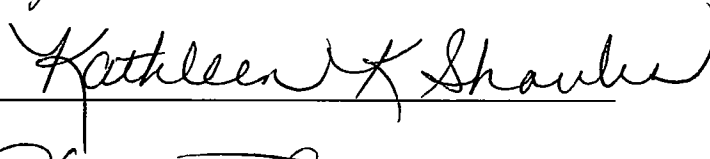
Susan J. Hartman

Susan J. Hartman


The Hon. Sylvia H. Rambo

Sylvia H. Rambo


Kathleen K. Shaulis

Kathleen K. Shaulis


Charles H. Stone

Charles H. Stone
