

AMENDED AND RESTATED
NLADA BYLAWS

EFFECTIVE AS OF APRIL 20, 2017

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ARTICLE 1 DEFINITIONS

1.1 “Association” and “NLADA” as used in these Bylaws means the National Legal Aid and Defender Association.

1.2 “Chief Staff Officer” as used in these Bylaws means the chief executive officer or chief operating officer of a legal services organization or the chief defender or executive officer of a defender organization.

1.3 “Civil legal services” as used in these Bylaws means any type of legal services for Clients, other than Defender services as defined herein, or similar activities that support the direct provision of such services to Clients, including representation of Clients, research, training, technical assistance, co-counseling, and legislative or administrative advocacy, and “legal services organization” means any organization or law firm, whether public or private, that provides Civil legal services as its primary purpose.

1.4 “Civil Program Staff” as used in these Bylaws means an employee of a legal services organization who is not a Chief Staff Officer and spends at least 50 percent of his or her time in non-managerial duties.

1.5 “Client” as used in these Bylaws means (i) any person or organization unable to employ counsel or otherwise eligible for Civil legal services or Defender services under any of the following authorities: the Legal Services Corporation Act; federal, state, or local statutes; court rules or other guidelines and (ii) any person or his or her representatives, other than legal counsel, who have received indigent Defense services. “Civil Client” means any individual who has household income not exceeding 200 percent of the current federal poverty threshold and declares that he or she is a “Civil Client” pursuant to Section 2.2(a)(ii) of these Bylaws. “Defender Client” as used in these Bylaws means any Client who declares that he or

she is a “Defender Client” pursuant to Section 2.2(a)(ii) of these Bylaws.

1.6 “Defender services” as used in these Bylaws means any type of legal services for Clients, other than Civil legal services, including representation of clients, research, training, technical assistance, co-counseling, legislative or administrative advocacy, or similar activities that support the direct provision of such services to Clients who are accused of crime, who face the deprivation of liberty, who seek to vacate or modify a previous conviction or commitment, or who seek release from confinement; and “defender organization” means any organization or law firm, whether public or private, that provides such defender services as its primary purpose.

1.7 “Defender Staff” or “Defender Practitioner” as used in these Bylaws means any person who spends at least 50 percent of his or her time in the direct delivery of indigent defense services.

ARTICLE 2 MEMBERSHIP

Section 2.1. Eligibility.

2.1.1 Individuals, organized groups of individuals, and legal entities that support the mission and goals of the Association shall be eligible for membership in the Association in accordance with Section 2.2 of these Bylaws.

2.1.2 There shall be no limit to the number of members in the Association.

Section 2.2. Classes of Membership.

There shall be two (2) classes of membership in the Association (Voting and Non-Voting). Within each of these membership classes, there shall be certain enumerated categories.

(a) Voting Members. The first class of Members shall be denominated as Voting Members. Each of the individuals or organizations that satisfy the qualifications set forth below shall be entitled to

the rights and benefits of such membership, including the right to vote. Each Voting Member shall be denominated as either a Program Member, Individual Member, or Client Member, unless otherwise indicated below.

(i) Program Members. Any organization or government entity that provides as its primary purpose or mission Civil legal services and/or indigent Defender services to persons otherwise unable to afford counsel may be admitted as a Program Member. Any organization that provides both Civil legal services and Defender services shall declare itself to be that type of organization to which it devotes the majority of its resources, provided, however, that the organization may elect to join as both a legal services organization and defender organization and pay separate membership dues and be entitled to separate membership benefits.

(ii) Individual

Members. Any natural person may be admitted as an Individual Member. For the purposes of voting and elections under these Bylaws, Individual Members shall declare whether they are Public, Civil, Defender, Client, Defender Client, or Civil Client Individual Members. Any member who fails to so declare shall be deemed a Public Individual Member. Chief-Only Defenders shall be included as Defender Individual Members. Any member may change such decision only at the time his or her annual dues are paid or on the anniversary of the payment of life membership dues.

(iii) Client Members. Any Client may be admitted as a Client Member.

(b) Non-Voting Members. The second class of Members shall be denominated as Non-Voting Members. Each of the organizations that satisfy the qualifications set forth below shall be entitled to the rights and benefits of such

membership, provided, however, that such members shall not have the right to vote. Each Non-Voting Member shall be denominated as either an Associate Program Member or a Corporate Member.

(i) Associate Program Members. Any organization or government entity that supports the mission and goals of the Association and is involved with the delivery of Civil legal services and/or indigent defense services to persons otherwise unable to afford counsel may be admitted as an Associate Program Member.

(ii) Corporate Members. Any Associate Program Member as defined in Section 2.2(b)(i) of these Bylaws or other organization that provides financial assistance to the Association may be admitted as a Corporate Member.

Section 2.3. Admissions Procedures.

The Board of Directors shall establish procedures for the

admission of each type of member.

Section 2.4. Dues.

2.4.1 The Board of Directors shall establish the annual dues for each type of member, including a dues rate that would entitle an individual to membership for life.

2.4.2 The Board of Directors shall establish the dues level for Program Members in such a manner as to distribute the cost of membership services equitably among the Program Members, taking into consideration all relevant factors affecting such members' ability to pay such dues.

2.4.3 The Board of Directors shall determine all questions as to the classification of membership and the rate and payment of dues.

Section 2.5. Duration, Suspension, and Termination of Membership.

2.5.1 All members shall remain in good

standing until suspended or terminated under this Section 2.5.

2.5.2 Voting or Non-Voting Members whose dues are more than sixty (60) days delinquent may be suspended. Reinstatement shall be contingent on receipt of dues payment within ninety (90) days of the date it was due. If the dues payment has not been received by ninety (90) days from the date it was due, the membership shall be terminated. The Board of Directors shall establish procedures to ensure that members receive timely notice of delinquency in the payment of dues and the consequences of continued delinquency.

2.5.3 A member shall cease to be a member of the Association, the membership shall terminate, and all benefits of membership shall cease if any of the following events occur:

(a) Such member resigns by giving a written notice to the Secretary. Such resignation shall take

effect in accordance with the terms thereof.

(b) Such member fails to pay all dues owed within the time limit set forth in Section 2.5.2 of these Bylaws, provided, however, that such member may petition the Board of Directors to waive all or part of such dues on account of the inability to pay them and all such members shall retain active membership pending further action of the Board of Directors.

(c) The Board of Directors terminates the membership of such member on the grounds: (1) that such member has ceased to be eligible under Section 2.2 of these Bylaws; or (2) that the conduct of such member is considered prejudicial to the interests of the Association, provided, however, that the member first be informed of the reasons for possible termination of membership and be provided with a reasonable opportunity to appear before the Board of Directors or, at his/her/its election, to submit materials to the Board of Directors to

support the member's request for retention of membership.

2.5.4 Any member terminated by the Board of Directors under Section 2.5.3(c) of these Bylaws may be reinstated without prejudice by the Board of Directors or by the members of the Association as provided in Section 3.4 of these Bylaws.

2.5.5 Members who are suspended, resign, or are terminated from membership in the Association shall continue to be liable to the Association for unpaid dues, unless otherwise provided by the Board of Directors.

ARTICLE 3 MEETINGS OF MEMBERS

Section 3.1. Meetings of Members.

3.1.1 There shall be an Annual Meeting of the members during the annual conference in each year. Special meetings may be held on the call of the President/Chief Executive Officer, the Chairperson of the Board of Directors, or on the written request of one-

fifth of the Voting Members of the Association.

3.1.2 All meetings of the members of the Association shall be held at the time and place specified in the notice of such meetings and may be held within or without the District of Columbia.

Section 3.2. Notice.

3.2.1 Notice of any meeting of the members of the Association shall be mailed, not less than 60 days preceding such meeting, to every member of the Association. Such notice may be given in a regular publication of the Association that is deemed the organ of official notice for the Association. Such notice shall include the time and location for such meeting.

3.2.2 Any member of the Association may request, at least thirty (30) days prior to a meeting, that an item be placed on the agenda of the meeting, and such item shall be considered at the next meeting of the Association.

3.2.3 Any meeting that is convened upon the

request of one-fifth of the Voting Members of the Association shall be limited to those items stated in such a request and such other items as shall be included by the Board of Directors.

Section 3.3. Voting.

3.3.1 Prior to any meeting of the members of the Association, the Chief Staff Officer or Chairperson of the Board of Directors of each Program Member shall certify in writing to the Board of Directors the name of the person and an alternate authorized by such Program Member to cast its vote at such meeting.

3.3.2 Individual Members, Program Members, and Client Members of the Association shall vote separately on any matter coming before such meetings. No action shall be taken or resolution approved unless adopted by a separate majority of those Individual, Client, and Program Members present or represented by proxy.

3.3.3 Every Member

entitled to vote at a meeting of the membership of the Association may authorize another person or persons to act for him or her by proxy. Every Proxy shall be executed in writing by the member or the representative authorized to cast such member's vote and shall designate the name of the individual entitled to exercise the vote on behalf of such member. No proxy shall be valid after three years from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

3.3.4 In the discretion of the Board of Directors, any matter that may be voted on at a meeting of members may be voted on by the entire membership eligible to vote thereon by mail ballot. In the case of a mail ballot, no resolution shall be approved unless adopted by separate majorities of votes cast by at least 20 percent of those Program Members, Individual Members, and

Client Members entitled to vote thereon.

Section 3.4. Powers of Members; Limitations on Action.

The membership of the Association shall have the power to review and overrule any decision of the Board of Directors, provided, however, that the membership of the Association shall have no authority to vote to abrogate an otherwise legal contractual obligation entered into by the Board of Directors, Executive Committee, or the President/Chief Executive Officer.

Section 3.5. Quorum.

3.5.1 The presence at any meeting of 20 percent of the total number of Voting Members shall be necessary and sufficient to constitute a quorum for the transaction of business, except where provided otherwise by statute.

3.5.2 Any meeting of the members of the Association at which a quorum is present may be recessed for such time or upon such call as may be

determined by the presiding officer without the necessity of further notice.

3.5.3 If there is not a quorum present at the start of a meeting, those present may recess the meeting from time to time until a quorum is present, at which time there may be transacted any business that might have been transacted at the meeting as originally called.

Section 3.6. Fixing of Record Date.

For the purpose of determining Members of the voting group entitled to vote at any meeting of members or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date. Such record date shall not be more than 60 days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is so fixed by the Board of Directors for the determination of members entitled to vote at a meeting of members,

the record date for determination of such members shall be at the close of business on:

(a) With respect to an annual meeting or any special member meeting called by the Board of Directors or any person specifically authorized by the Board of Directors or these Bylaws to call a meeting, the day before the first notice is delivered to members;

(b) With respect to a special member meeting demanded by the members, the date the first member signs the demand; and

(c) With respect to actions taken by mail ballot pursuant to Section 3.3.4 of these Bylaws, the date on which the Board of Directors authorizes the vote by mail ballot.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1. Powers and Duties.

The Board of Directors shall, subject to the provisions of Section 3.4 and consistent with Sections 7.1, 8.1, and 9.1 of these Bylaws, control,

formulate policy for, and administer the business and affairs of the Association. The Board of Directors has all powers necessary or incident to performing those functions.

Section 4.2. Qualifications, Number, and Composition.

4.2.1 Persons who are elected or appointed to the Board of Directors shall meet all qualifications specified in these Bylaws and maintain current Individual Membership in the Association throughout their terms as directors.

4.2.2 The Board of Directors shall be composed of not more than twenty-seven (27) elected and appointed Directors as provided in Sections 4.2.2(a) to (e) of these Bylaws. The elected and appointed Directors shall be selected as follows:

(a) Two (2) Members of the NLADA Service Corporation Board of Directors appointed by the Chairperson of the NLADA Board in

consultation with the Chief Executive Officer of the NLADA Service Corporation;

(b) Four (4) Client Members:

(i) Three (3) Directors shall be elected by the Client Council; and

(ii) One (1) Director shall be appointed by the Chairperson of the Board of Directors;

(c) Four (4) Civil Members:

(i) One (1) Director shall be elected by the Civil Individual Members;

(ii) One (1) Director, who shall be employed by a legal services organization that is a Civil Program Member of the Association, shall be elected by the Civil Program Members;

(iii) One (1) Director, who shall be a member of the Civil Council and is a Chief Staff Officer of a legal

services organization that is a Civil Program Member of the Association, shall be elected by the Civil Council; and

(iv) One (1) Director, who shall be a member of the Civil Council and is a Chief Staff Officer of a legal services organization that is a Civil Program Member of the Association, shall be appointed by the Chairperson of the Board of Directors in consultation with the Civil Council Chairperson;

(d) Four (4) Defender Members:

(i) One (1) Director shall be elected by the Defender Individual Members;

(ii) One (1) Director, who shall be employed by a defender organization that is a Defender Program Member of the Association, shall be elected by the Defender Program Members;

(iii) One (1) Director, who shall be a member of the Defender

Council and is a chief defender or director of a defender organization that is a Defender Program Member of the Association, shall be elected by the Defender Council; and

(iv) One (1) Director, who shall be a member of the Defender Council and is a chief defender or director of a defender organization that is a Defender Program Member of the Association, shall be appointed by the Chairperson of the Board of Directors in consultation with the Defender Council Chair;

(e) To provide maximum flexibility in obtaining broad-based support for the Association, and to ensure that the Board of Directors reflects the diversity of the Association's membership, a maximum of thirteen (13) at-large Directors may be appointed by the Chairperson of the Board of Directors in consultation with staff and the Leadership

Development Committee;
and

(f) The President/Chief Executive Officer of the Association shall be a non-voting member of the Board of Directors.

Section 4.3. Nomination and Election.

4.3.1 At least 150 days prior to the first day of the Annual Meeting, the Leadership Development Committee shall provide notice to each member of the Association having the right to vote on and elect one or more Directors that it is seeking candidates for nomination as Directors of the Association by written petition. The Leadership Development Committee shall provide in the notice a job description and qualifications for the position of director. The Leadership Development Committee also shall establish and publish policies and procedures for the efficient and cost-effective conduct of elections and certifying candidates to be placed on the ballot consistent with relevant requirements of these

Bylaws. Any such nominating petition must be received at the office of the Association at least 120 days prior to the first day of the Annual Meeting.

4.3.2 Ballots and biographical information concerning the candidates must be mailed to the membership ninety (90) days prior to the first day of the Annual Meeting. Program ballots shall be directed to the Chief Staff Officer of the program. Such ballots shall be returned to the office of the Association no later than sixty (60) days prior to the first day of the Annual Meeting. The Secretary or his or her designee shall establish procedures to ensure that ballots are properly marked and counted and that the results are reported to the Board of Directors. In all elections for Directors, members shall not be entitled to cumulate their votes. The candidates receiving the greatest number of votes in each category shall be declared elected to that office.

4.3.3 The Board of Directors may modify the

time limitations provided in Section 4.3 of these Bylaws for the nomination and election of Directors. Failure to comply with the time limits herein shall not void the results of any election except to the extent that the failure is found by the Board of Directors to have had a significant effect on the rights of the members to vote.

4.3.4 Nomination and appointment of Directors shall be conducted in such a manner as to reflect diversity, to the fullest extent feasible; diversity shall include but not be limited to race, ethnicity, gender, sexual orientation and disability.

Section 4.4. Term of Office.

4.4.1(a) The terms of all Directors elected under the provisions of Sections 4.2.2 (b)(i), (c)(i) and (ii), and (d)(i) and (ii) of these Bylaws shall be three (3) years. The term of a Director elected under those provisions shall commence at the beginning of the meeting

of the Board of Directors held during the annual conference occurring immediately after the Board of Directors election, provided, however, that the term of a Director elected to fill a vacancy as provided in Section 4.5.1 of these Bylaws shall be the unexpired term of the Director being replaced. To ensure adequate and appropriate staggered terms, the Chairperson shall, in consultation with the Leadership Development Committee, make any necessary term adjustments at the time these Bylaws first go into effect.

4.4.1(b) The term of each Director elected under the provisions of Sections 4.2.2(c)(iii) and (iv) and (d)(iii) and (iv) shall be a period of up to three (3) years that will terminate with the Director's term of office on the Council that elected the Director. The term of a Director elected under those provisions shall commence upon election by the Council and shall terminate upon the completion of the Director's term as a member of the Council

that elected the Director.

4.4.2 The term of a Director appointed under the provisions of Sections 4.2.2(a) and 4.2.2 (b)(ii) shall commence upon appointment and shall terminate at the adjournment of the meeting of the Board of Directors held during the third (3rd) annual conference following appointment, provided, however, that a Director so appointed shall continue to serve until his/her successor is appointed or for a period of one year following the end of his/her term, whichever comes first.

4.4.2(a) The term of a Director appointed under the provisions of Section 4.2.2(e) shall commence upon appointment and shall terminate one year after the appointment date, provided, however, that a Director so appointed may continue to serve until his/her successor is appointed or for a period of one year following the end of his/her term, whichever comes first.

4.4.3 A person serving as an appointed

Director may be a candidate for the position of an elected Director.

4.4.4 Except as provided in Section 4.4.4(a), a Director who has served two (2) consecutive complete terms on the Board of Directors shall not be eligible to serve as an elected or appointed Director in the same Board of Directors position for a period of two (2) years after expiration of his/her second consecutive complete term, provided that a Director who has served part of a term may serve an additional two (2) consecutive complete terms.

4.4.4(a) Section 4.4.4 does not apply to:

(i) Directors appointed under Section 4.2.2(a) and (e);

(ii) Notwithstanding any other provision of these Bylaws, any appointed or elected Director may continue to serve beyond the expiration of his/her term to allow the term(s) as an officer of the Association under Section 5.3. Upon

the expiration of the Director's term(s) of office as an officer of the Association under Section 5.3, the Chairperson may replace the Director pursuant to Section 4.5 of these Bylaws.

4.4.5 Nothing in these Bylaws shall shorten the current term of a Director in office on November 8, 2016.

Section 4.5. Vacancies.

4.5.1 Should the position of an elected Director become vacant for any reason, the Chairperson of the Association may fill the vacancy by appointing a person from the same classification to serve until the next regular election when a successor shall be elected to complete the unexpired portion of the term.

4.5.2 Should the position of a Director appointed pursuant to Section 4.2.2(a), (b)(ii), (c)(iv), (d)(iv), or 4(e) become vacant for any reason, a new Director may be appointed to fill the vacancy for the unexpired portion of the term in the same manner

in which the Director who previously occupied the vacant position was initially appointed.

Section 4.6. Quorum.

The Board of Directors may transact business if a majority of its members are present. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the affirmative vote of a greater number is required by the Articles of Incorporation, these Bylaws, or the District of Columbia Non-Profit Corporation Act. Directors may not vote by proxy.

Section 4.7. Attendance.

Any Director who fails to attend three (3) consecutive full meetings of the Board of Directors shall be automatically removed from the Board of Directors, except that the Board of Directors may waive the effect of this Section 4.7 for good cause and further provided that any Director so removed shall

be eligible for re-election or re-appointment subject to Section 4.3.4 of these Bylaws.

Section 4.8. Removal.

Any Director may be removed from office with or without cause by the vote of at least three-fourths (3/4) of all Directors then in office, but the entire Board of Directors need not be present. Notice of any such proposed action shall be timely given to any Director subject to be removed and to all other members of the Board of Directors.

Section 4.9. Time, Place and Notice of Meetings.

4.9.1 The Board of Directors shall meet at least three (3) times annually within or without the District of Columbia.

4.9.2 Meetings may be called by the Chairperson or President/Chief Executive Officer of the Association or upon the written request of five (5) or more members of the Board of Directors.

4.9.3 No meeting of

the Board of Directors shall be held, and no business transacted at such meeting shall be valid, unless at least seven (7) days' notice of the time, location, and tentative agenda of such meeting be given to all Directors personally or by other means.

Section 4.10. Action by Mail, Telephone, or other Means.

4.10.1 Any action required to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

4.10.2 Any or all Directors may participate in a meeting of the Board of Directors or a Committee of the Board of Directors by means of telephone conference or by any means of communication by which all persons participating in the meeting are able to

hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE 5 OFFICERS

Section 5.1. Officers.

5.1.1 Persons who are elected or appointed to serve as officers of the Association shall maintain current Individual Membership in the Association throughout their terms of office.

5.1.2 The officers of the Association shall be the Chairperson, two (2) Vice-Chairpersons, the Immediate Past-Chairperson, and a Treasurer, each of whom shall be a Director of the Association; a President/Chief Executive Officer, who shall be a non-voting member of the Board of Directors; and a Secretary, who shall not be a Director of the Association. The Immediate Past-Chairperson of the Association shall serve as an officer of the Association for the first year after the expiration of his/her term as

Chairperson. The Vice President of Planning and Support shall serve as Secretary of the Association.

5.1.3 The Board of Directors may appoint such other officers and assistant officers as it may deem proper.

Section 5.2. Nomination of Officers.

5.2. At least 30 days prior to the first day of the Annual Meeting or an alternate designated Board of Directors meeting, the Leadership Development Committee shall give notice to the Board of Directors that it is accepting petitions of nomination (self-nominations permitted) for officers of the Association.

The notice shall contain job descriptions and qualifications for all officer positions. The Leadership Development Committee must certify to the Board of Directors the qualifying nominees for all officer positions.

Members of the Leadership Development Committee standing for

election for an officer position shall recuse themselves from participation in the Leadership Development Committee nominating process.

If the current chairperson is running for an officer position, the President/Chief Executive Officer shall preside over the Leadership Development Committee meetings.

Section 5.3. Election and Term of Office.

The Board of Directors shall elect from its Members a Chairperson, two (2) Vice Chairpersons, and a Treasurer, each to serve for a term of one (1) year. Each officer may be re-elected to serve consecutive terms in the same office, except that no person shall serve more than two (2) consecutive terms as Chairperson. The term of each elected officer shall commence at the first meeting of the newly elected Board, and the election of officers shall be the first order of business. Each officer shall remain in office

until the commencement of the term of his/her successor.

Section 5.4. Removal.

Any officer may be removed with or without cause by a majority vote of the Board of Directors. Removal of an officer shall be without prejudice to the contract rights, if any, of any officer so removed.

Section 5.5. Vacancies.

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6. Chairperson.

The Chairperson shall preside at meetings of the Association, the Board of Directors, and the Executive Committee and shall perform such other duties incident to the office as the Board of Directors may require.

Section 5.7. Vice-Chairpersons.

The Vice-Chairperson (or in the event there be

more than one Vice Chairperson, in the order of election) shall, during the term of office, perform the duties of the Chairperson in the absence or incapacity of the Chairperson. Both Vice-Chairpersons shall perform such other duties as may be assigned by the Chairperson or as the Board of Directors may require. In the absence of both the Chairperson and the designated Vice-Chairperson, the other Vice-Chairperson shall assume the duties normally performed by the Chairperson or the designated Vice-Chairperson.

Section 5.8. Immediate Past Chairperson.

The Immediate Past Chairperson shall, during the term of office, perform the duties of the Vice Chairperson in his/her absence or incapacity and shall perform such other duties incident to the office as the Board of Directors may require.

Section 5.9. President/Chief

Executive Officer.

The President/Chief Executive Officer of the Association shall, under the general supervision of the Board of Directors, supervise and control all of the business and affairs of the Association. He or she may execute, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any instruments on behalf of the Association, except in cases where the execution thereof shall be expressly delegated by the Board of Directors, or these Bylaws, or by statute to some other officer or agent of the Association; and he or she shall perform all duties as may be assigned by the Board of Directors. The President may hire, at reasonable compensation, and discharge employees.

Section 5.10. Treasurer.

The Treasurer shall keep regular and correct financial accounts and submit reports to the Directors whenever called for by them. Any of the powers and duties of the Treasurer may be

exercised by an Assistant Treasurer or Assistant Treasurers appointed by the Board of Directors.

Section 5.11. Secretary.

The Secretary shall keep the records of the Association; the minutes and records of the Board of Directors, the Executive Committee, and the Members; and shall perform such other duties as from time to time may be prescribed by the Board of Directors. He or she shall have the custody of the seal of the Association and authority to affix same to the documents executed on behalf of the Association and to attest the same. Any of the powers and duties of the Secretary may be exercised by an Assistant Secretary or Assistant Secretaries appointed by the Board of Directors.

Section 5.12. Other Officers.

The other officers and assistant officers of the Association shall perform such duties and have such powers as the Board of Directors or the Chairperson may

prescribe from time to time.

ARTICLE 6 COMMITTEES

Section 6.1. Qualifications, Appointments, Vacancies, Removal.

6.1.1 Persons who are elected or appointed to serve on any committee named in or under the authority of this Article 6 shall maintain current Individual Membership in the Association.

6.1.2 Except where the members of a committee named in or under the authority of this Article 6 are specifically designated in these Bylaws by office, the Chairperson shall name the members of each committee subject to approval by vote of the Board of Directors.

6.1.3 In the event of a vacancy on any committee named in or under the authority of this Article 6, a successor shall be designated or appointed in the same manner as the person succeeded.

6.1.4 Any member of a committee named in or under the authority of this Article 6 serves at the pleasure of the Board of Directors.

Section 6.2. Executive Committee.

6.2.1 The Executive Committee shall consist of the Chairperson; the Immediate-Past Chairperson; the Vice Chairpersons; the President/Chief Executive Officer; the Treasurer; one (1) Director from each of the Civil, Defender, and Client Groups; and one (1) Director elected pursuant to Section 4.2.2(a) of these Bylaws to be appointed by a majority of the Board of Directors then in office. The Chairperson may appoint up to two (2) additional Directors to be members of the Executive Committee, each of whom shall be a Client or staff member of either a Civil or a Defender Program Member if the elected members of the Executive Committee do not include a Director from these categories.

6.2.2 Between

meetings of the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors, and the actions of the Executive Committee, except as specified in Section 6.2.3 of these Bylaws, shall be binding on the Association as the action of the Board of Directors.

6.2.3 The Executive Committee may not adopt the annual budget of the Association, hire or terminate the President/Chief Executive Officer, or remove any officer or Director.

6.2.4 Meetings of the Executive Committee may be called by the Chairperson of the Association or upon the written request of five (5) or more members of the Board of Directors. The Executive Committee may transact business if a majority of its members, but not fewer than six (6), are present. The affirmative vote of the majority of the members of the Committee at a meeting at which a quorum is present shall be the action of the Committee, unless the affirmative vote of a

greater number is required by the Articles of Incorporation, these Bylaws, or the District of Columbia Non-Profit Corporation Act. The provisions of Sections 4.10.1 and 4.10.2 of these Bylaws relating to action by mail, telephone or other means shall apply to meetings of the Executive Committee.

6.2.5 Every member of the Board of Directors shall receive the notice, agenda, and minutes of all Executive Committee meetings.

Section 6.3. Leadership Development Committee.

6.3.1 The Leadership Development Committee shall consist of the Chairperson or another Director designated by the Chairperson; the Immediate-Past Chairperson; the President/Chief Executive Officer; one (1) member appointed from each of the Civil, Defender, and Client Councils; and one (1) Director appointed pursuant to Section 4.2.2(a) or (e) of these Bylaws.

6.3.2 The Leadership Development Committee's mission is to identify and cultivate potential Director candidates, groom and cultivate leadership skills within the Board of Directors and Councils, promote retention of skilled leaders on the Board of Directors and Councils, and ensure smooth transitions of authority to succeeding administrations. In addition, the Leadership Development Committee shall develop job descriptions and qualifications for Directors and officers of the Association and will act as the qualifying committee for nominees of Directors, officers, and Council members of the Association.

6.3.3 Meetings of the Leadership Development Committee may be called by the Chairperson of the Association or upon the written request of five (5) or more members of the Board of Directors. The Leadership Development Committee may transact business if a majority of its members, but not fewer than four (4), are present. The affirmative

vote of the majority of the members of the Committee at a meeting at which a quorum is present shall be the action of the Committee, unless the affirmative vote of a greater number is required by the Articles of Incorporation, these Bylaws, or the District of Columbia Non-Profit Corporation Act. The provisions of Sections 4.10.1 and 4.10.2 of these Bylaws relating to action by mail, telephone, or other means shall apply to meetings of the Leadership Development Committee.

Section 6.4. Other Committees.

6.4.1 The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board of Directors, designate one or more other committees, each such committee to consist of two (2) or more Directors of the Association, which shall have and may exercise such powers as the Board of Directors may determine and specify in such resolution or resolutions, such committee or committees

to have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. A majority of all the members of any such committee may fix its rules of procedure, determine its actions, and fix the time and place (whether within or without the District of Columbia) of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise by resolution provide. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies, and to discharge any such committee, either with or without cause, at any time. In the absence or disqualification of a member of any such committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent

or disqualified member.

ARTICLE 7 CIVIL COUNCIL

Section 7.1. Powers and Duties.

The Civil Council shall have the following powers and duties:

(a) To adopt and amend its own rules, subject to rules established by the Board of Directors, with respect to internal structure, including officers and committees;

(b) To initiate, in consultation with the President/Chief Executive Officer and his/her staff, policy and programs in matters relating to the provision of Civil legal services. The Board of Directors will have the authority to review and approve the program recommendations and policy decisions of the Civil Council, provided, however, that the Board of Directors shall give the maximum respect to the recommendations and decisions of the Civil Council;

(c) To review all matters of interest to legal

services organizations and to advise the Chairperson, Civil Division Director, and the Board of Directors on such matters and possible action thereon;

(d) To advise the staff in preparing the budget and in determining the program for the Civil Division of the Association;

(e) To be consulted and make recommendations regarding the appointment and to participate in the search and selection process of the Director of the Civil Division of the Association;

(f) In accordance with procedures adopted by the Board of Directors, to issue policy statements, take public positions, and participate as Amicus Curiae on civil legal services related issues in the name of the Association; and

(g) To engage in appropriate activities in support of legal services organizations.

Section 7.2. Qualifications, Number,

and Composition of the Civil Council.

7.2.1 Persons who are elected or appointed to the Civil Council shall maintain current Individual Membership in the Association throughout their terms of Civil Council membership.

7.2.2 The Civil Council shall consist of a minimum of seventeen (17) persons selected as follows:

(a) Six (6) Chief Staff Officers who are employed by Civil Program Members and elected by Chief Staff Officers of Civil Program Members from each of six geographic regions as determined by the Leadership Development Committee;

(b) Four (4) members who are appointed by the Chairperson of Civil Council in consultation with staff and the Leadership Development Committee from programs that support the mission and goals of the Association to ensure that the Council reflects the diversity of the civil

community or to reflect populations that experience disproportionate barriers to access to justice due to race, ethnicity, gender, sexual orientation, or disability, and which are not otherwise adequately represented;

(c) Three (3) members who are Clients shall be elected by Clients active in legal services organizations who are members of the Association in the three geographic regions to be determined by the Leadership Development Committee;

(d) One (1) member who shall be a Client Individual Member shall be elected by the Client Individual Members;

(e) One (1) member, who is neither a Chief Staff Officer nor a Client, shall be elected by the Civil Individual Members of the Association; and

(f) Two (2) members representing Civil Program Members that are special service delivery groups or serve unique Client populations -- Native American

programs and migrant farm worker programs -- shall be selected by an appropriate section of the Association or by vote of appropriate Program Members, as the Board of Directors shall determine.

Section 7.3. Nomination and Election.

7.3.1 At least 150 days prior to the first day of the Annual Meeting, the Leadership Development Committee shall provide notice to all Civil Individual Members, Client Members, and Civil Program Members that it is seeking candidates for nomination as members of the Civil Council by written petition. The Leadership Development Committee shall provide in the notice a job description and qualifications for membership on the Civil Council. The Leadership Development Committee also shall establish and publish policies and procedures for the efficient and cost-effective conduct of elections and certifying candidates to be placed

on the ballot consistent with relevant requirements of these Bylaws.

7.3.2 Ballots and biographical information concerning the candidates must be mailed to the membership ninety (90) days prior to the first day of the Annual Meeting. Program ballots shall be directed to the Chief Staff Officer of the program, who shall utilize a procedure within the program so that staff and active Clients determine the program's vote for the regional staff and client positions, respectively. Such ballots shall be returned to the office of the Association no later than sixty (60) days prior to the first day of the Annual Conference. The Secretary or his or her designee shall establish procedures to ensure that ballots are properly marked and counted and that the results are reported to the Civil Council and the Board of Directors. In all elections for the Civil Council, members shall not be entitled to cumulate their votes. The candidate(s) receiving the greatest number of votes in each

category shall be declared elected to that office.

7.3.3 The Board of Directors may modify the time limitations provided in this Section 7.3 for the nomination and election of Civil Council members. Failure to comply with the time limits herein shall not void the results of any election except to the extent that the failure is found by the Board of Directors to have had a significant effect on the rights of the members to vote.

7.3.4 Nomination and appointment of Civil Council members shall be conducted in such a manner as to assist the efforts of the Association to reflect diversity, to the fullest extent feasible; diversity shall include but not be limited to race, ethnicity, gender, sexual orientation, and disability.

Section 7.4. Term of Office.

Civil Council members shall be appointed or elected to staggered three-year terms in such a manner as the Leadership

Development Committee shall direct. No person who has served two (2) consecutive complete terms on the Civil Council shall be eligible to serve as an elected or appointed Civil Council member for a period of two (2) years after the expiration of his/her second consecutive complete term, provided, however, that a person who has served part of a term may go on to serve an additional two (2) consecutive complete terms.

Section 7.5. Vacancies.

In the event of a vacancy on the Civil Council, the Chairperson of the Association may appoint an Individual member of the Association who otherwise qualifies for membership on the Civil Council to complete the unexpired term.

Section 7.6. Attendance.

Any Civil Council member who fails to attend three (3) consecutive Civil Council meetings shall automatically be removed from the Civil Council

except that the Civil Council may waive the effect of this Section 7.6 for good cause, and further provided that any Civil Council member so removed shall be eligible for re-election or reappointment under this Article 7.

Section 7.7. Removal.

Upon the initiative of the Civil Council or the Board of Directors, any Civil Council member may be removed with or without cause by a three-fourths (3/4) vote of the Board of Directors; the number voting for removal must be equal to or greater than three-fourths (3/4) of the entire Board of Directors then in office, but the entire Board of Directors need not be present.

**ARTICLE 8
DEFENDER COUNCIL**

Section 8.1. Powers and Duties.

The Defender Council shall have the following powers and duties:

- (a) To adopt and amend its own rules, subject to rules established by the Board of

Directors, with respect to internal structure, including officers and committees, provided, however, that the chair and vice-chair of the American Council of Chief Defenders shall serve as the chairperson and the vice-chairperson, respectively, of the Defender Council;

(b) To initiate, in consultation with the President/Chief Executive Officer and his/her staff, policy and programs in matters relating to the provision of Defender services. The Board of Directors will have the authority to review and approve the program recommendations and policy decisions of the Defender Council, provided, however, that the Board of Directors shall give the maximum respect to the recommendations and decisions of the Defender Council;

(c) To review all matters of interest to defender organizations and to advise the Chairperson, President, Defender Division Director, and the Board of Directors on such matters and possible

action thereon;

(d) To advise the staff in preparing the budget and in determining the program for the Defender Division of the Association;

(e) To be consulted and make recommendations regarding the appointment and to participate in the search and selection process of the Director of the Defender Division of the Association;

(f) In accordance with procedures adopted by the Board of Directors, to issue policy statements, take public positions, and participate as Amicus Curiae on defender related issues in the name of the Association; and

(g) To engage in appropriate activities in support of defender programs.

Section 8.2. Qualifications, Number, and Composition of the Defender Council.

8.2.1 Persons who are elected or appointed to the Defender Council

shall maintain current Individual Membership in the Association throughout their terms of Defender Council membership.

8.2.2 The Defender Council shall consist of a minimum of seventeen (17) persons selected as follows:

(a) Three (3) Chief Defenders or directors of Defender Program (ACCD) Members shall be elected by Chief Staff Officers of Defender Program Members;

(b) Two (2) members who are Defender Practitioners and/or Staff of Defender Program members (or public defense programs) shall be elected by the Defender Individual Members;

(c) Two (2) Client Members shall be appointed by the Chairperson of the Defender Council in consultation with staff and the Leadership Development Committee;

(d) Two (2) At-Large members shall be appointed by the

Chairperson of the Defender Council in consultation with staff and the Leadership Development Committee from programs that support the mission and goals of the Association to assist the efforts of the Association to reflect the diversity of the defender community or populations that experience disproportionate barriers to access to justice due to race, ethnicity, gender, sexual orientation, or disability and that are not otherwise adequately represented;

(e) One (1) member shall be appointed by the National Alliance of Indigent Defense Educators (NAIDE), and one (1) member shall be appointed by the National Alliance of Sentencing Advocates and Mitigation Specialists (NASAMS);

(f) Two (2) members shall be elected by the Defender Individual Members who are members in good standing of the American Council of Chief Defenders;

(g) Four (4) members shall consist of the

following officers of the American Council of Chief Defenders: Chair, Vice-Chair, Chair of the Systems Development Committee, and Chair of the National Voice Committee, such officers to serve as members of the Defender Policy Council, ex officio, with all of the power and authority of the other members of the Defender Council, including the right to vote.

Section 8.3. Nomination and Election.

8.3.1 At least 150 days prior to the first day of the Annual Meeting, the Leadership Development Committee shall provide notice to all Defender Individual Members and Defender Program Members that it is seeking candidates for nomination as members of the Defender Council by written petition. The Leadership Development Committee shall provide in the notice a job description and qualifications for membership on the Defender Council. The Leadership Development Committee also shall establish and publish

policies and procedures for the efficient and cost-effective conduct of elections and certifying candidates to be placed on the ballot consistent with relevant requirements of these Bylaws.

8.3.2 Ballots and biographical information concerning the candidates must be mailed to the membership ninety (90) days prior to the first day of the Annual Meeting. Program ballots shall be directed to the Chief Staff Officer of the program, who shall utilize a procedure within the program so that staff and active Clients determine the program's vote for the staff and client positions, respectively. Such ballots shall be returned to the office of the Association no later than sixty (60) days prior to the first day of the annual meeting. The Secretary or his or her designee shall establish procedures to ensure that ballots are properly marked and counted and that the results are reported to the Board of Directors. In all elections for the Defender Council, members shall not be entitled to

cumulate their votes. The candidates receiving the greatest number of votes in each category shall be declared elected to that office.

8.3.3 The Board of Directors may modify the time limitations provided in this Section 8.3 for the nomination and election of Defender Council members. Failure to comply with the time limits herein shall not void the results of any election except to the extent that the failure is found by the Board of Directors to have had a significant effect on the rights of the members to vote.

8.3.4 Nomination and appointment of Defender Council members shall be conducted in such a manner as to assist the efforts of the Association to reflect diversity, to the fullest extent feasible; diversity shall include but not be limited to race, ethnicity, gender, sexual orientation, and disability.

Section 8.4. Term of Office.

With the exception of

members appointed pursuant to sections 8.2.2(e) and 8.2.2(g), Defender Council members shall be appointed or elected to staggered three-year terms in such a manner as the Leadership Development Committee shall direct. With the exception of members appointed pursuant to sections 8.2.2(e) and 8.2.2(g), no person who has served two (2) consecutive complete terms on the Defender Council shall be eligible to serve as an elected Defender Council member for a period of two (2) years after the expiration of his/her second consecutive complete term, provided, however, that a person who has served part of a term may go on to serve an additional two (2) consecutive complete terms.

Section 8.5. Vacancies.

In the event of a vacancy on the Defender Council, including any vacancy caused by the removal of a member pursuant to sections 8.6 or 8.7, the Chairperson of the Association may

appoint an Individual Member of the Association who otherwise qualifies for membership on the Defender Council to complete the unexpired term, provided, however, that in the case of a vacancy in a position filled under sections 8.2.2(e) and 8.2.2(g) the vacancy shall be filled by the organization that made the original appointment without regard to the specific terms of such sections.

Section 8.6. Attendance.

Any Defender Council member who fails to attend three (3) consecutive Defender Council meetings shall automatically be removed from the Defender Council except that the Defender Council may waive the effect of this Section 8.6 for good cause, and further provided that any Defender Council members so removed shall be eligible for re-election or re-appointment under this Article 8.

Section 8.7. Removal.

Upon initiative of the Defender Council or the Board of Directors, any Defender Council member may be removed with or without cause by a three-fourths (3/4) vote of the Board of Directors; the number voting for removal must be equal to or greater than three-fourths (3/4) of the entire Board of Directors then in office, but the entire Board of Directors need not be present.

ARTICLE 9 CLIENT COUNCIL

Section 9.1. Powers and Duties.

The Client Council shall have the following powers and duties:

(a) To adopt and amend its own rules, subject to rules established by the Board of Directors, with respect to internal structure, including officers and committees;

(b) To help inform the Association on policy and program development of civil and defender legal services delivery from their perspective through representation and participation on the Civil

Council and the Defender Council, as well as having direct impact on civil and defender programs through civil staff and defender staff participation within the work of the Client Council;

(c) To engage in unfettered client representation discussion of issues related to the delivery of legal services;

(d) To develop and maintain effective discussion of issues related to delivery of legal services so that client representatives from the Client Council to the Civil and Defender Councils have the benefit of broad client perspective prior to meetings;

(e) To be a forum for Client representatives to articulate issues and perspectives and formulate recommendations to the Association for action;

(f) To be a repository or clearinghouse for sharing information and strategies regarding collaborative partnerships between community-

based groups and legal services providers in order to address the needs of their communities; and

(g) To be proactive in the leadership development of the client community representatives to enable them to be more effective within their communities.

Section 9.2. Qualifications, Number, and Composition of the Client Council.

9.2.1 Persons who are elected or appointed to the Client Council shall maintain current Individual Membership in the Association throughout their terms of Client Council membership.

9.2.2 The Client Council shall consist of the following:

(a) All client members of the Civil Council;

(b) One (1) member who shall be a Client Individual Member shall be elected by the Client Individual Members;

(c) All client members of the Defender Council;

(d) All client members of the NLADA Board of Directors;

(e) One (1) Chief Staff Officer or staff representative on the Civil Council shall be elected by the Civil Council;

(f) One (1) member who is a Director or Staff representative on the Defender Council shall be elected by the Defender Council; and

(g) One (1) member who supports the mission and goals of the Association to assist the efforts of the Association to reflect populations that experience disproportionate barriers to access to justice due to race, ethnicity, gender, sexual orientation, or disability, and which are not otherwise adequately represented, shall be appointed by the Chairperson of the Client Council in consultation with staff and the Leadership Development Committee.

Section 9.3. Nomination and Election.

9.3.1 At least 150

days prior to the first day of the Annual Meeting, the Leadership Development Committee shall provide notice to all Client Individual Members that it is seeking candidates for nomination as a member of the Client Council. In order to be considered as a candidate for nomination to the Client Council, a written nominating petition must be submitted by or on behalf of the nominee. Such nominating petition shall include biographical information about the nominee, including a description of the nominee's affiliation with a legal services program, legal services program board, client council, community economic development program, or other organization or group that provides service to or represents the client community, and information regarding such other qualification(s) as the Leadership Development Committee may determine is necessary. Any such nominating petition must be received at the office of the Association at least 120 days prior to the first day of the Annual

Meeting.

9.3.2 Ballots and biographical information concerning the candidates must be mailed to Client Individual Members at least ninety (90) days prior to the first day of the Annual Meeting. Such ballots shall be returned to the office of the Association no later than sixty (60) days prior to the first day of the annual meeting. The Secretary or his or her designee shall establish procedures to ensure that ballots are properly marked and counted and that the results are reported to the Board of Directors. The candidate receiving the greatest number of votes in each category shall be declared elected to that office.

9.3.3 The Board of Directors may modify the time limitations provided in this Section 9.3 for the nomination and election of Client Council members. Failure to comply with the time limits herein shall not void the results of any election except to the extent that the failure is found by the Board of Directors to have had a

significant effect on the rights of the members to vote.

9.3.4 Nomination and appointment of Client Council Members shall be conducted in such a manner as to assist the efforts of the Association to reflect diversity, to the fullest extent feasible; diversity shall include but not be limited to race, ethnicity, gender, sexual orientation, and disability.

Section 9.4. Term of Office.

9.4.1 Client Council members elected or appointed under sections 9.2.2 (b), (d), and (g) of these bylaws shall be appointed or elected to staggered three-year terms in such a manner as the Leadership Development Committee shall direct. No person who has served two (2) consecutive complete terms on the Client Council shall be eligible to serve as an elected or appointed Client Council member for a period of two (2) years after the expiration of his/her second consecutive complete term, provided, however, that a person

who has served part of a term may go on to serve an additional two (2) consecutive complete terms.

9.4.2 Each Client Council member elected under sections 9.2.2(a), (c), (e), and (f) of these bylaws shall be elected to a term of up to three (3) years that is coterminous with the end of the Client Council member's term of office on the Civil or Defender Council that elected the Client Council member in such a manner as the Leadership Development Committee shall direct.

9.4.3 No person who has served two (2) consecutive complete terms on the Client Council shall be eligible to serve as an elected or appointed Client Council member for a period of two (2) years after the expiration of his/her second consecutive complete term, provided, however, that a person who has served part of a term may go on to serve an additional two (2) consecutive terms.

Section 9.5. Vacancies.

In the event of a vacancy on the Client Council, the Chairperson of the Association may appoint an Individual Member of the Association who otherwise qualifies for membership on the Client Council to complete the unexpired term.

Section 9.6. Attendance.

Any Client Council member who fails to attend three (3) consecutive Client Council meetings shall automatically be removed from the Client Council except that the Client Council may waive the effect of this Section 9.6 for good cause, and further provided that any Client Council members so removed shall be eligible for re-election or re-appointment under this Article 9.

Section 9.7. Removal.

Upon initiative of the Client Council or the Board of Directors, any Client Council member may be removed with or without cause by a three-fourths (3/4) vote of the Board of Directors; the number voting for

removal must be equal to or greater than three-fourths (3/4) of the entire Board of Directors then in office, but the entire Board of Directors need not be present.

ARTICLE 10 SECTIONS

Section 10.1 Definition.

A section shall be a group of persons of common interest seeking to:

- (a) improve the quality of services rendered to clients in a specialized legal area;
- (b) improve specialized skills of the group;
- (c) enhance communication and information sharing among occupational or other appropriate groupings; or
- (d) strengthen advocacy or client communities that are involved in the purposes and goals of the Association.

Section 10.2 Membership.

10.2 A person must be an individual member of

the Association or a designee from a Program Member of the Association to be eligible to belong to a section. A Program Member of the Association may designate one (1) person as a member of each section. Unless specifically limited in the Board's approval of a section, any individual member, or Program Member designee, may belong to any section of the Association.

Section 10.3 Creation of Sections.

10.3.1 Upon written application to the Secretary of the Association on a form prescribed by the Board by five (5) persons who are eligible for membership in a section, reasonable notice by publication or otherwise shall be given to the membership explaining the purpose of the proposed section and soliciting an expression of interest by other eligible persons.

10.3.2 Upon receipt of such an expression of interest from twenty-five (25) additional persons

within one (1) year after the notice provided in 10.3.1, the applicants may petition the Board for its approval. Upon approval by the Board, the section shall be deemed established.

Section 10.4 Powers of Sections.

10.4 Each section shall have the following powers:

- (a) to adopt and amend its own rules with respect to membership and internal structure, including officers and committees, subject to rules established by and final approval of the Board;
- (b) to levy dues as approved by the Board and require that all section members pay such dues, except that Client Civil and Client Individual Members of the Association may participate as members of sections without paying section dues;
- (c) to engage in any activities that will further its purposes and the purposes of the Association consistent with policies and

procedures established by the Board;

(d) to issue policy statements, take public positions, and participate as Amicus Curiae on issues concerning the section in accordance with procedures established by the Board.

Section 10.5 Pre-existing Sections.

10.5 The following existing sections are hereby recognized as having been duly established with all the powers set forth in this Article, regardless of whether there has been compliance with Section 3 of this Article: Advocacy and Support; Appellate Defender; Death Penalty Litigation; Defender Training; Farmworker Law; Native American; Social Services; and Student Legal Services.

Section 10.6 Disbanding Sections.

10.6 A section may be disbanded by a majority vote of its members or a majority vote of the entire Board. All members of the section voting or of the Board need not be

present when the vote is taken.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Association shall be the calendar year, unless changed by the Board of Directors.

ARTICLE 12 MISCELLANEOUS

Section 12.1. Notices.

12.1.1 The organ of official notice shall be the Cornerstone, unless changed by resolution of the Board of Directors.

12.1.2 Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated. Notice shall be mailed to Voting and Non-Voting Members at their last known post office address recorded in the records of the Association. The Association may supplement this notice with additional forms of notice. Notice shall be deemed to have been given on the day of such mailing.

Section 12.2. Waiver of

Notice.

12.2. Any notice required to be given by these Bylaws may be waived by the person entitled thereto. Personal appearance at any meeting of the members of the Association, Board of Directors, Committee of the Association, or Councils shall constitute waiver of notice thereof, except where a person is attending a meeting for the express purpose of objecting to the conduct of the business on the ground that the meeting was not lawfully called or is not lawfully convened.

A written statement filed with the Board of Directors either before or after a meeting is held, which recites knowledge of the date, time, and place of such meeting and specifically waives notice, shall be considered effective to dispense with the requirement of prior written notice to such member.

Section 12.3. Open Meetings.

Except when deliberating matters in

executive session, all meetings of the members of the Association, Board of Directors, Committees, and Councils of the Association shall be open to the membership.

Section 12.4. Parliamentary Authority.

The procedure followed at all meetings of the Association, Board of Directors, Committees of the Association, or Councils shall be that which is set forth in the current edition of Roberts Rules of Order, insofar as it is not inconsistent with these Bylaws.

Section 12.5. Annual Report.

Once each year the Association shall make a written Annual Report to all members. The Annual Report shall include the independent audit report of the finances of the Association and other such material deemed appropriate.

Section 12.6. Authority to Issue Policy Statements on Behalf of the Association.

Any policy statement, public position, or participation as Amicus Curiae in any case made under the auspices of any part of the Association, including, but not limited to, the Board of Directors, Councils, and Committees, must be made in accordance with policies and procedures established by the Board of Directors.

ARTICLE 13 AMENDMENT

13.1 These Bylaws may be amended:

(a) At any Annual Meeting by a separate vote of a majority of each of the Program Members, Individual Members, and Client Members present in person or by proxy, provided, however, that the notice of such meeting shall set forth either the text of the proposed amendment or a statement of the subject thereof and the reasons therefor; and provided further that a quorum for the adoption of any such

amendment shall be at least one hundred (100) Program Members, fifty (50) Individual Members, and twenty-five (25) Client Members; or

(b) By a separate vote of the Program Members, the Individual Members, and the Client Members conducted by mail, provided, however, that the text of the proposed amendment and the reasons therefor shall be set forth in the submission of the proposal; and provided further that no amendment may be adopted unless approved by separate majorities of votes cast by at least one hundred (100) Programs Members, fifty (50) Individual Members, and twenty-five (25) Client Members.

13.2 Amendments to these Bylaws shall be presented to the members upon the recommendation of the Board of Directors or upon the written request of at least fifty (50) Program Members, at least twenty-five (25) Individual Members, and at least ten (10) Client Members. All proposed amendments to these Bylaws shall be

submitted in writing to and reviewed by the Board of Directors at a meeting thereof prior to submission of such amendments to the membership. The Board of Directors may adopt a position on any proposed amendment and such position shall be included in the statements accompanying the proposal as provided in Section 12.1 of these Bylaws. Any amendment to these Bylaws introduced on the floor of a meeting of members without compliance with the requirements of this provision shall require a unanimous vote.

13.3 Unless otherwise specified or set forth in such amendment, amendments to these Bylaws shall take effect thirty (30) days following the tabulation and official recording of such vote, provided, however, that these Amended and Restated Bylaws shall not be subject to such 30-day period.

13.4 Upon adoption of an amendment to these Bylaws, the Secretary may correct punctuation, grammar, or numbering

where appropriate, if the correction does not change meaning.

ARTICLE 14 INDEMNIFICATION

14.1 The Association may 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 Association) by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, or amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she

reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her 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 that he/she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

14.2 The Association may 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 Association to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer,

employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, 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/her duty to the Association, unless, and only to the extent that 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 as the court shall deem proper.

14.3 To the extent that the Director, officer, employee, or agent of the Association had been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 13.1 and 13.2 of these Bylaws, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

14.4 Any indemnification under Sections 13.1 and 13.2 of these Bylaws (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 13.1 and 13.2 of

these Bylaws. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

14.5 Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article 14.

14.6 The indemnification provided by this Article 14 shall

not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

14.7 The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee, or agent or another corporation partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would

have the power to indemnify him/her against such liability under the provisions of this Article 14.