

**AMENDED AND RESTATED
BYLAWS
OF
LACBA COUNSEL FOR JUSTICE**

AMENDED AND RESTATED

MAY 5, 2014

AMENDED JULY 23, 2014

AS AMENDED MAY 4, 2016

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AMENDED AND RESTATED

BYLAWS

OF

LACBA COUNSEL FOR JUSTICE

a California nonprofit public benefit corporation

As Amended May 4, 2016

ARTICLE I

GENERAL PROVISIONS

Section 1.01. NAME. The name of this corporation is LACBA Counsel for Justice (the "Corporation").

Section 1.02. PRINCIPAL OFFICE. The Corporation's principal office shall be fixed and located at such place as the Board of Directors of the Corporation (the "Board") shall determine from time to time.

Section 1.03. GENERAL AND SPECIFIC PURPOSES. The purposes of the Corporation are educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), namely, to further the administration of justice and the delivery of legal services.

Section 1.04. DEDICATION OF ASSETS. The Corporation's assets are irrevocably dedicated to educational and charitable purposes meeting the requirements of Code Section 501(c)(3) and Section 214 of the California Revenue and Taxation Code. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to the Member or any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated exclusively for educational or charitable purposes within the meaning of Code Section 501(c)(3), which has established its tax exempt status under Code Section

501(c)(3) and which meets the requirements of Section 214 of the California Revenue and Taxation Code.

Section 1.05. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law (the "Law") shall govern the construction of these Amended and Restated Bylaws of the Corporation (the "Bylaws"). Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE II

MEMBERS

Section 2.01. CLASSES OF MEMBERSHIP. There shall be a single class of membership, designated as regular membership. The sole regular member shall be the Los Angeles County Bar Association, a California nonprofit public benefit corporation (the "Member" or "LACBA"), which shall be represented in membership meetings and in matters requiring membership approval by such officers of LACBA as shall be designated from time to time by the Executive Committee of LACBA.

Section 2.02. RIGHTS OF MEMBERSHIP. The Member shall have the right to vote, as set forth in these Bylaws, on (a) the election, designation, or removal of directors of the Corporation (each, a "Director"), (b) the disposition of all or substantially all of the Corporation's assets, (c) the Corporation's purchase, lease, acquisition, transfer, sale or encumbrance of any material real, tangible or intangible property, (d) any merger or reorganization of the Corporation with any other entity and its principal terms and any amendment of those terms, (e) any material change in the Corporation's policy with respect to the selection or funding of programs supported by the Corporation, (f) changes to the Corporation's Articles of Incorporation (the "Articles") or these Bylaws, (g) any election to dissolve the Corporation, (h) filing of a voluntary petition, or consenting to the involuntary filing of a petition, in bankruptcy or seeking the reorganization or the appointment of a receiver on behalf of the Corporation, (i) engaging in any transaction or entering into any agreement on behalf of the Corporation with any "interested person," as such term is defined in Section 3.03 and Section 5.10 hereof, and (j) engaging in any business activity other than that which is consistent with the Corporation's general and specific

purposes; provided that each of the actions described in the foregoing clauses (b) through (j) shall require the affirmative vote of the Member and approval by the Board of Directors (the "Board") in the manner provided for in Section 3.15 or Section 3.19. In addition, the Member shall have all rights afforded members of nonprofit public benefit corporations under the Law.

Section 2.03. OTHER PERSONS ASSOCIATED WITH CORPORATION. Nothing in this ARTICLE II shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone being a member within the meaning of Section 5056 of the Law. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth under the Law, upon any person or persons who do not have the right to vote for the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on changes to the Articles or these Bylaws, on a merger or on a dissolution, but no such person shall be a member within the meaning of said Section 5056 of the Law.

Section 2.04. TRANSFER OF MEMBERSHIP. The Member may not transfer its membership or any right arising from it. All rights of membership cease upon the Member's dissolution or resignation.

Section 2.05. PLACE OF MEETINGS. Meetings of the Member shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the Corporation.

Section 2.06. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Member shall be held each year on a date and at a time designated by the Board. Regular meetings of the Member may be held on such dates, at such times, at such places and with such frequency as may be fixed by the Member or the Board.

Section 2.07. SPECIAL MEETINGS. Special meetings of the Member may be called at any time by the Board or the Member for any purpose, including, without limitation, the removal of Directors and election of such Directors' replacements subject to the provisions of Section 3.06 hereof.

Section 2.08. NOTICE OF MEETINGS. Whenever the Member is required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section

2.09 of these Bylaws, to the Member. The notice shall specify the place, date and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which the Member may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Member. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 2.09. MANNER OF GIVING NOTICE. Notice of any meeting of the Member shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be addressed to the Member, at the address of the Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice.

Section 2.10. QUORUM. Presence of the Member, represented in person or by proxy, shall constitute a quorum at any meeting of the Member.

Section 2.11. VOTING. Subject to the provisions of the Law, the Member shall be entitled to vote at any membership meeting. The Member may cast one vote on each matter submitted to a vote.

Section 2.12. WAIVER OF NOTICE OR CONSENT. The Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 2.13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Member may be taken without a meeting, if the Member consents in writing to the action.

The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Member.

Section 2.14. PROXIES. The Member shall have the right to vote either in person or by one or more agents authorized by a written proxy, signed by the Member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Member's name is placed on the proxy by the Member or the Member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission or otherwise.

Any proxy covering matters for which a vote of the Member is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of Directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the Member. Such matters include amendments of the Articles or these Bylaws changing proxy rights; certain other amendments of the Articles; removal of Directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation.

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. A validly executed proxy shall continue in full force and effect until either

(a) it is revoked by the Member before the vote is cast under that proxy (i) by a writing delivered to the Corporation stating that the proxy is revoked or (ii) by a subsequent proxy executed by the Member and presented to the meeting or (iii) as to any meeting, by the Member's personal attendance and voting at the meeting; or

(b) written notice of the incapacity or dissolution of the maker of the proxy is received by the Corporation before the vote under that proxy is counted.

Section 2.15. ADJOURNED MEETINGS AND NOTICE THEREOF. Any membership meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the Member represented at the meeting, either in person or by proxy. No meeting may be

adjourned for more than 45 days. When a membership meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to the Member. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE III

DIRECTORS

Section 3.01. **POWERS.** Subject to the provisions and limitations of the Law and any other applicable laws, and subject to any limitations of the Articles or these Bylaws regarding actions that require approval of the Member, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Without prejudice to the foregoing general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Subject to the provisions of Sections 3.02(a) and 3.09, appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; and prescribe powers and duties for them as are consistent with the Law, the Articles and these Bylaws.

(b) Change the principal office or the principal business office of the Corporation in California from one location to another; and designate a place in or outside California for holding any meeting of the Member.

(c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(d) Adopt and use a corporate seal; and alter the form of such seal.

Section 3.02. **NUMBER AND QUALIFICATION OF DIRECTORS.**

(a) The authorized number of Directors shall not be less than eleven (11) nor more than sixty (60) until changed by amendment of the Articles or these Bylaws. The exact number of

Directors shall initially be forty (40) and shall thereafter be fixed from time to time, within the foregoing limits, by a resolution adopted by the Board. The Board shall be comprised of Directors designated or elected as follows:

(1) The Member shall designate up to eleven (11) Directors from among the members of the Executive Committee of LACBA's Board of Trustees, which shall include (i) the President, President-Elect, Immediate Past President, Senior Vice President, and Vice President of LACBA (the "LACBA Elected Officers") and (ii) the Treasurer, and may also include (iii) three (3) Assistant Vice Presidents of LACBA, and (iv) the President and President-Elect of the Barristers Section of the LACBA.

(2) The Member shall also designate as a Director each Executive Officer (as defined in Section 4.01) of the Corporation for a term coextensive with the term of such person's office in the Corporation.

(3) The Member shall fill any remaining seats on the Board by electing Directors at each annual meeting, or more frequently if between annual meetings, following nomination in accordance with Section 3.05 below.

(b) At the time of election and during the entire term of office, each Director must be at least eighteen (18) years of age, a person of responsibility, integrity and high standing in the community in which he or she resides, and willing to serve the interests of the Corporation faithfully and effectively. Each Director shall also be a member of LACBA throughout such Director's term of service on the Board. Each Director shall also meet such Board membership guidelines as set forth by the Governance Committee (as such term is hereinafter defined) from time to time; provided that such guidelines shall not serve as the basis for removal of any Director designated pursuant to Section 3.02(a)(1) above.

Section 3.03. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-

law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 3.04. ELECTION AND TERM OF OFFICE. At each annual meeting of the Member and the Board, the Member shall designate or elect a number of Directors equal to the number of such Directors whose terms will have expired by the next following July 1. In addition, the Member may elect Directors between annual meetings upon nomination by the Board in accordance with Section 3.05 below. Each elected or designated Director shall take office on the July 1st next following the date of such election or designation, or within thirty (30) days if elected between annual meetings, and shall serve for a term of three (3) years (or such portion thereof as shall be specified for Directors elected between annual meetings), may be reelected to the Board after the initial three (3) year term for an additional term of three (3) years, and may thereafter be reelected to the Board for one or more additional terms of three (3) years each, provided that each period of two (2) consecutive terms of three (3) years each shall be followed by a one (1) year period of non-membership on the Board; provided, however, that each director designated pursuant to Section 3.02(a)(1) shall serve for a term coextensive with the term of such person's position as a member of the Executive Committee of LACBA's Board of Trustees; and provided further, that each director designated pursuant to Section 3.02(a)(2) shall serve for a term coextensive with the term of such person's office in the Corporation.

Section 3.05. GOVERNANCE COMMITTEE. The President shall annually appoint, at least 90 days before the date of any election of Directors at an annual meeting, a committee (the "Governance Committee") to nominate qualified candidates for election to the Board. The Governance Committee shall be comprised of at least three (3) Directors in addition to the Corporation's President-Elect, who shall serve as its chair. Appointment to the Governance Committee shall be ratified by resolution adopted by the Board. The Governance Committee shall be responsible for recruitment and nominations of new Directors, evaluation of the performance of Directors, and Board orientation, training and education. The Governance Committee shall determine guidelines for membership on the Board and shall meet on an ongoing basis to identify and propose individuals for election to the Board pursuant to Section 3.02(a)(3) and to fill vacancies pursuant to Section 3.09. The Governance Committee shall submit a list of the candidates nominated by the Governance Committee pursuant to this Section 3.05 to

the Board for review at least thirty (30) days prior to the date of each annual meeting election, or promptly after recommendation of one or more candidates if between annual meeting elections. If within such thirty (30) day or other period the Board shall notify the Governance Committee of its disapproval of any such candidate, the Governance Committee shall replace the disapproved candidate with another qualified candidate acceptable to the Board. The Governance Committee shall also report to the Executive Committee from time to time as the Executive Committee may require. Any candidate recommended by the Governance Committee and approved by the Board shall be nominated to the Member for election to the Board pursuant to Section 3.02 (a)(3) above.

Section 3.06. VACANCIES. A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order or found by final order or judgment of any court to have breached a duty under any of Sections 5230 through 5237 of the Law; (c) notice from the Member of its election to remove a Director previously designated or elected by the Member; (d) the vote of the Member and the Board to remove any Director; (e) the increase of the authorized number of Directors; or (f) the failure of the Member, at any membership meeting at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Section 3.07. RESIGNATION OF DIRECTOR. Except as provided below, any Director may resign by giving written notice to the President, the Secretary or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, a successor may be designated or elected, as the case may be, to take office as of the date when the resignation becomes effective. Each Director elected or designated to fill a vacancy shall hold office only until the next annual meeting at which the Directors shall be nominated and elected to a full or partial term pursuant to the provisions of Section 3.04. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without at least one duly elected Director or Directors.

Section 3.08. REMOVAL. Any Director who misses more than one-third (1/3) of the scheduled Board meetings in any one calendar year shall be automatically removed from the Board,

unless (a) the Director requests a leave of absence for a limited period of time and the leave is approved by resolution of the Executive Committee (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution at a regular or special meeting waives the removal procedure of this Section; or (c) the Board by resolution at a regular or special meeting determines that a Director who has missed more than one-third (1/3) of the scheduled Board meetings in any one calendar year may be reinstated.

Section 3.09. FILLING VACANCIES. Except for a vacancy created by the removal of a Director designated pursuant to Section 3.02(a)(1), vacancies on the Board may be filled by approval of the Board or, if the number of remaining Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Corporations Code Section 5211, or (c) a sole remaining Director. The Member may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Board.

Section 3.10. PLACE OF MEETING. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 3.11. ANNUAL MEETINGS. Promptly after each annual meeting of the Member, the Board shall hold a general meeting for purposes of organization, ratification of officers recommended for election by the Executive Committee, and transaction of other business. Notice of this meeting is not required.

Section 3.12. REGULAR MEETINGS. Other general meetings of the Board may be held on such dates and at such times as may be fixed by the Board, but no less than four (4) times per year.

Section 3.13. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes may be called at any time by the Corporation's President or any Directors constituting at least ten percent (10%) of the Directors then in office.

Section 3.14. NOTICE OF MEETINGS. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address, telephone number, facsimile number or electronic mail address as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or electronic transmission shall be delivered, telephoned or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 3.15. QUORUM. The presence of the greater of (i) twenty-five percent (25%) of the Directors then in office, or (ii) twenty percent (20%) of the then total number of authorized Directors, shall constitute a quorum of the Board for the transaction of business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the requirements of the Law, including without limitation those provisions of the Law relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 3.16. PARTICIPATION IN MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT. Any Board meeting may be held by conference telephone,

video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each Board member participating in the meeting can communicate concurrently with all other members; and

(b) Each Board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 3.17. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 3.18. ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 3.19. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in California Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 3.20. CREATION AND POWERS OF BOARD COMMITTEES. The Board by resolution may create one or more committees in addition to the committees contemplated in these Bylaws. Each committee contemplated in these Bylaws or created by the Board shall consist of two or more Directors and, with the exception of the Executive Committee, may include other LACBA members who are not Directors, to serve at the pleasure of the Board. Each Director shall be required to serve on at least one (1) such committee. Appointments to committees of the Board shall be made by the President, subject to approval or ratification by action of the Board.

With the exception of the Executive Committee, no committee may exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. All committees shall be subject to the supervision and control of the Board.

The Board shall have the power to prescribe through resolution the time, place and manner in which the proceedings of any committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the time, place and manner in which its proceeding shall be conducted. Committees shall report to the Board from time to time as the Board may require, and the Board may adopt rules for the governance of each committee that are not inconsistent with the provisions of the Articles and these Bylaws.

Section 3.21. EXECUTIVE COMMITTEE. The Executive Committee shall consist of up to eleven (11) members, which members shall include the Corporation's President (who shall chair the Executive Committee), the LACBA Elected Officers, the Treasurer of LACBA, and such other Directors as are determined by the Board. The Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, except with respect to:

- (a) Approval of any action for which the Law requires approval of the Board or approval of a majority of all Directors;
- (b) Election of Directors;
- (c) Filling of vacancies on the Board or on any committee;
- (d) Fixing of compensation of Directors;

(e) Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) Expenditure of corporate funds to support a nominee for Director.

(g) Appointment of other committees of the Board or members thereof; or

(h) Approval of self-dealing transactions, as such transactions are defined in the California Corporations Code Section 5233(a).

Without limiting the generality of the foregoing, the Executive Committee shall have the authority to recommend officers of the Corporation for approval by the Board in accordance with Article IV, and shall perform the duties and adhere to the guidelines set forth in the Corporation's Executive Committee Charter as amended from time to time by the Board. The Executive Committee shall receive reports and recommendations from the other committees of the Board, including the Finance Committee, the Audit Committee, the Development Committee and the Governance Committee, from time to time as the Executive Committee may require. The Executive Committee shall meet bi-monthly.

Section 3.22. FINANCE COMMITTEE. The Corporation shall have a Finance Committee (the "Finance Committee") consisting of the members of LACBA's Finance Committee and shall be chaired by the Corporation's Treasurer. The Finance Committee shall report to the Executive Committee from time to time as the Executive Committee may require, and shall perform the duties and adhere to the guidelines set forth in the Corporation's Finance Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to:

(a) Reviewing and making recommendations to the Board on financial matters, including, without limitation, the annual operating budget of the Corporation;

(b) Reviewing the Corporation's financial statements compared to such budget;

(c) Reviewing and approving actions implementing the Board's policies and decisions relating to the Corporation's financial strategies and capital expenditures;

(d) Overseeing development and implementation of the Corporation's financial operating and reporting systems; and

(e) Recommending to the Board any other actions necessary for the Corporation to fulfill its exempt purposes.

Section 3.23. AUDIT COMMITTEE. The Corporation shall have an Audit Committee consisting of the members of LACBA's Audit Committee, which shall include one or more members of this Corporation's Executive Committee. The President, the Treasurer, any Director who is an employee or officer of the Corporation or who receives, directly or indirectly, any consulting, advisory or other compensatory fees from the Corporation (other than for service as Director), or any person who has a material financial interest in an entity doing business with the Corporation may not serve on the Audit Committee. The Audit Committee shall report to the Executive Committee from time to time as the Executive Committee may require, and shall perform the duties and adhere to the guidelines set forth in the Corporation's Audit Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to:

- (a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the Corporation's financial affairs;
- (d) Reviewing and accepting or rejecting the Corporation's audit; and
- (e) Recommending financial policies and regularly reviewing such policies.

Members of the Audit Committee shall receive no compensation for their service on the Audit Committee. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee.

Section 3.24. DEVELOPMENT COMMITTEE. The Corporation shall have a Development Committee consisting of at least three (3) Directors, chaired by the Corporation's Senior Vice President. The Development Committee shall report to the Executive Committee from time to time as the Executive Committee may require, and shall perform the duties and adhere to the guidelines set forth in the Corporation's Development Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to, overseeing development planning, fundraising, marketing, communications, and matters related to Cy Pres.

Section 3.25. GOVERNANCE COMMITTEE. The Corporation shall have a Governance Committee as described in Section 3.05 above.

Section 3.26. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees of the Board shall be governed by, held and taken under the provisions of these Bylaws concerning meetings and other Board actions. If minutes of any meeting of a committee of the Board are kept, such minutes shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 3.27. ADVISORY OR AD HOC COMMITTEES. The Board, the Executive Committee or the President may from time to time appoint such advisory or ad hoc committees as he, she or it deems appropriate, consisting of Directors or persons who are not Directors, but such advisory or ad hoc committees shall not be deemed committees of the Board and shall not exercise any power of the Board. Notice of, and procedures for, meetings of advisory or ad hoc committees shall be as prescribed by the chairperson of each such advisory or ad hoc committee, and meetings of advisory or ad hoc committee may be called by the Board, the Executive Committee, the President or the chairperson of the advisory or ad hoc committee.

Section 3.28. FEES AND COMPENSATION. Directors and members of committees or commissions may receive reimbursement for expenses but shall not receive other compensation for their service on the Board or committees. Without limiting the generality of the foregoing, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the Attorney General or otherwise permitted by the Law; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

Subject to the provisions of Section 3.03 and Section 3.23 of these Bylaws, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

ARTICLE IV

OFFICERS

Section 4.01. OFFICERS. The officers of the Corporation shall be a President, a President-Elect, a Senior Vice President, a Vice President, a Treasurer and a Secretary. The President, President-Elect, Senior Vice President, Vice President, and Treasurer may be referred to herein as the "Executive Officers" (each an "Executive Officer"). The Corporation may also have, at the discretion of the Board, one (1) or more additional Vice Presidents, one (1) or more Assistant Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03. Each Executive Officer shall serve as a Director of the Corporation for a term coextensive with the term of such person's office in the Corporation. One (1) person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Each Executive Officer other than the Treasurer shall have served as a Director of the Corporation for no fewer than three (3) years prior to election as an Executive Officer.

Section 4.02. NOMINATION, ELECTION, AND QUALIFICATION. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.04, shall be recommended for election by the Executive Committee annually, with such recommendations to be ratified by the Board in accordance with Section 3.11, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected; provided, however, that the President-Elect shall succeed automatically to the office of President for a one-year term.

Section 4.03. REMOVAL AND RESIGNATION. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the President, the Secretary or the Board, but such resignation shall be without prejudice to the rights, if any, of the Corporation under any contract or agreement to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.05. PRESIDENT. The President shall, subject to the control of the Board, have general supervision, direction and control of the affairs of the Corporation. He or she shall preside at all meetings of the Member and of the Board. He or she shall have authority to designate the duties and powers of officers (other than the President) and delegate specific powers and duties to such officers so long as such designation and delegation shall not be inconsistent with the provisions of the Law, these Bylaws or an action by the Board. He or she shall have the general powers and duties of management usually vested in the office of a president of a nonprofit corporation and such other powers and duties as may be from time to time prescribed by the Board or these Bylaws.

Section 4.06. PRESIDENT-ELECT. In the absence or disability of the President, the President-Elect shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws. The President-Elect shall succeed to the office of President, automatically and without action by the Board, upon the expiration of the term of office of the President.

Section 4.07. SENIOR VICE PRESIDENT. In the absence or disability of the President and the President-Elect, the Senior Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Senior Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 4.08. VICE PRESIDENTS. In the absence or disability of the President, the President-Elect and the Senior Vice President, the Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the

President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

Section 4.09. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may order, a book of minutes of all meetings of the Board, committees of the Board and meetings of the Member. The Secretary shall give, or cause to be given, notice of all the meetings of the Member and the Board required by the Law or these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. The Secretary shall be the Chief Executive Officer of LACBA.

Section 4.10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and surplus. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation, and shall have such powers and perform such other duties as may be prescribed by the Board or these Bylaws. The Treasurer shall be the Treasurer of LACBA.

ARTICLE V

OTHER PROVISIONS

Section 5.01. CONTRACTS WITH DIRECTORS. No Director of the Corporation, nor any other corporation, firm, association or other entity in which one or more of the Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by the Board by a vote sufficient for that purpose without counting

the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Board in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

Section 5.02. CONTRACTS. The Board, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, or employee or employees to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 5.03. CHECKS. All checks, drafts or other orders for payment of money, notes or evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

Section 5.04. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The President, the President-Elect or any Vice President and the Secretary or any Assistant Secretary of the Corporation are authorized to vote, represent and exercise on behalf of the Corporation, all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted such officers to vote or represent on behalf of the Corporation, any and all shares held by the Corporation in such other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

Section 5.05. MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep the following at its principal business office in this state:

- (a) Adequate and correct books and records of account; and
- (b) Minutes of the proceedings of the Member, Board and committees of the Board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 5.06. MEMBER'S RIGHT TO INSPECT RECORDS. On written demand on the Corporation, the Member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the Member, the Board and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 5.07. DIRECTORS' RIGHT TO INSPECT. Every Director shall have the right during the Corporation's normal business hours upon reasonable written request to inspect the Corporation's books, records, documents of every kind, physical properties and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney.

Section 5.08. AMENDMENTS. These Bylaws may be amended or repealed by the vote of the Member and approval by resolution of the Board.

Section 5.09. ANNUAL REPORT. The Board shall cause an annual report to be sent to the Member and Directors within the time period prescribed from time to time by the Law. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;

(d) The Corporation's expenses or disbursements for both general and restricted purposes;

(e) Any information required by Section 5.11 of these Bylaws; and

(f) An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to the Member. The Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 5.10. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to the Member, or as a separate document if no annual report is issued, the Corporation shall, within the time period prescribed from time to time by the Law, annually prepare and mail, deliver or send by electronic transmission to the Member and furnish to each Director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either

(1) any Director or officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) any holder of more than 10 percent of the voting power of the Corporation, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Section 5.12 of these Bylaws, unless that indemnification has already been approved by the Member under California Corporations Code Section 5238(e)(2).

Section 5.11. CONTRIBUTIONS. The Corporation may accept any designated contribution, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Articles and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored as long as they are consistent with the corporate bylaws and articles. The Corporation's Finance Committee shall review an annual report detailing all donations received by the Corporation, and indicating general operating and special purpose "earmarked" donations for each Legal Services Project. The Finance Committee shall review the annual report to confirm accuracy, in preparation for review by an independent auditor. Subject to the foregoing, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to insure that such funds will be used to carry out its tax-exempt purposes.

Section 5.12. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, agents and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in California Corporations Code Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in California Corporations Code Section 5238(a). "Expenses," as used in this Section 5.12, shall have the same meaning as used in California Corporations Code Section 5238(a).

On written request to the Board by any person seeking indemnification under California Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in California

Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Member. At that meeting, the Member shall determine under California Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Member present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section 5.12 in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 5.13. INSURANCE. The Corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, to cover any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising from the officer's, Director's, employee's or agent's status as such.

Section 5.14. AVOIDANCE OF CERTAIN EXCISE TAXES. Notwithstanding any other provision herein, in the event the Internal Revenue Service determines that the Corporation is or has become a "private foundation" within the meaning of Code Section 509, the Corporation, its Board and its officers must at all times act or refrain from acting, as the case may be, so that the Corporation and any foundation managers or other disqualified persons with respect to the Corporation (as defined in the Code) shall not be liable for any of the taxes imposed by Code Sections 4941, 4942, 4943, 4944 and 4945. In the event the Internal Revenue Service determines that the Corporation is not a "private foundation," the Corporation, its Board and its officers must at all times act or refrain from acting, as the case may be, so that no disqualified person or manager (as defined in Code Section 4958) with respect to the Corporation shall be liable for any of the taxes imposed by Code Section 4958.

Section 5.15. FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year, beginning on January 1st and ending on December 31st of each year.

Section 5.16. EXEMPT ACTIVITIES. Notwithstanding anything to the contrary contained herein, no Director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3) and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Section 5.17. CALIFORNIA NONPROFIT INTEGRITY ACT OF 2004. Notwithstanding anything to the contrary contained herein, these Bylaws shall be subject, in all respects, to applicable law, including, without limitation, to the extent applicable, the California Nonprofit Integrity Act of 2004.

