

**AMENDED AND RESTATED
BYLAWS
OF THE
DISTRICT OF COLUMBIA BAR FOUNDATION**

ARTICLE I

Membership

The District of Columbia Bar Foundation (hereinafter the “**Foundation**”) shall have no members.

ARTICLE II

Board of Directors

Section 2.1 The affairs of the Foundation, except as otherwise provided by the District of Columbia Nonprofit Corporation Act of 2010 (the “**Act**”) or by the Articles of Incorporation or by these Bylaws, shall be conducted and managed by its Board of Directors.

Section 2.2 The Board of Directors shall consist of between three and eleven directors appointed by the Board of Governors of the District of Columbia Bar (the “**Board of Governors**”). Each director shall have one vote. The Board of Directors shall be divided into two classes of four and one class of three so that each year the Board of Governors appoints approximately one-third of the Board of Directors. A director shall be assigned to a class at the time of his or her appointment to the Board of Directors and shall hold office for a term of three years and until his or her successor is elected and qualified, or until his or her earlier resignation, removal or death, provided that if at any time the classes of directors are not divided equally, one or more directors may be appointed to serve in a class of directors the term of which expires in less than three years.

Section 2.3 Any director may resign by delivering a written resignation to President or Secretary, and such resignation shall take effect immediately upon receipt unless a later

date is specified therein. Any director may be removed, after an opportunity to be heard, with or without cause, by the affirmative vote of two-thirds of the entire Board of Governors at any meeting of the Board of Governors. In the event of a vacancy, the successor director shall be appointed by the Board of Governors to hold office for the unexpired term of his or her predecessor.

Section 2.4 Directors shall receive no compensation for services rendered as members of the Board of Directors, but nothing contained herein shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefore or from receiving reimbursement in reasonable amounts for expenses actually incurred in attending to the affairs of the Foundation.

Section 2.5 Directors shall be eligible for reappointment. No person who has served two full three-year terms shall be eligible for reappointment.

ARTICLE III

Meetings of the Board of Directors

Section 3.1 The Board of Directors may hold meetings, both regular and special, either within or without the District of Columbia.

Section 3.2 Regular meetings of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors at a previous meeting. Ten (10) days' notice shall be given to each director, provided that, at the beginning of each one-year period, directors may be provided a single notice for all regularly scheduled meeting for that year without having to receive notice of each meeting individually.

Section 3.3 Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of any director, the date of such meeting to be no later than thirty (30) days after the receipt of such request by the Secretary. Five (5) days notice shall be given to each director.

Section 3.4 A director's attendance at any meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.5 Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 3.6 At all meetings of the Board of Directors a majority of the directors then serving shall constitute a quorum for the transaction of business. Any one or more directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.7 Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent thereto in writing, which may be an electronic transmission, and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 3.8 The conduct and order of business at any meeting of the Board of Directors shall be governed by *Robert's Rules of Order* in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE IV

Executive and Other Committees

Section 4.1 The Board of Directors, by resolution adopted by a majority of the directors then serving, may designate from among its members an Executive Committee and other standing committees. Each committee, to the extent provided in such resolution, shall

have and may exercise all the powers and authority of the Board, except that no committee may authorize distributions, fill vacancies on the Board or any of its committees, or adopt, amend or repeal these Bylaws. The Executive Committee shall consist of three or more directors and other standing committees shall consist of two or more directors. The Board of Directors shall have the power at anytime to designate a member of such committee as its chair, fill vacancies, change the membership, or discharge a committee. Individuals who are not directors may only serve in a non-voting advisory capacity.

Section 4.2 Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing, which may be an electronic transmission, to the adoption of a resolution authorizing the action. Each resolution so adopted and the writings evidencing such consent by members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 4.3 Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Foundation.

Section 4.4 Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

Section 4.5 The Board of Directors may create such advisory boards or committees and appoint to them such persons as it deems appropriate. Persons serving in such advisory capacity shall not exercise any of the powers granted to the Board of Directors in these Bylaws.

ARTICLE V

Officers

Section 5.1 The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may deem necessary. Any two or more offices may be held by the same person except the offices of President and Treasurer. The President shall be elected by the Board from among the members of the Board. Other officers, who shall also be elected by the members of the Board may, but need not, be members of the Board. Officers shall be elected for a term of one year or until their successors are elected. Any officer may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors then serving. Any vacancies occurring in any office of the Foundation shall be filled by the Board of Directors.

Section 5.2 The President shall be the chief executive officer of the Foundation and, subject to the direction of the Board of Directors, shall direct and supervise the affairs of the Foundation and shall perform such other duties as may be assigned to him/her from time to

time by the Board of Directors. He/She shall preside at the meetings of the members and of the Board of Directors. He/She shall have authority to execute in the name of the Foundation any authorized deeds, mortgages, bonds, contracts, reports or other instruments, except in cases in which the signing or execution thereof shall be expressly delegated by the Board of Directors to some other officer or employee of the Foundation.

Section 5.3 The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

Section 5.4 The Secretary shall keep or cause to be kept the minutes of all meetings of the Board and of meetings of committees when required. He/She shall give or cause to be given all such notice of meetings of the members and of the Board of Directors as may be required by the Bylaws and shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors or the President. He/She shall keep in safe custody the official records and corporate seal of the Foundation, and shall affix such seal to any instrument requiring it, attesting to it by his/her signature when required.

Section 5.5 The Treasurer shall have the custody of the corporate funds and securities of the Foundation and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Foundation. He/She shall deposit all monies in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. He/She shall disburse or cause to be disbursed the funds of the Foundation in accordance with the direction of the Board of Directors, taking proper vouchers for such disbursements, and shall render reports of all such transactions and of the financial condition of the Foundation whenever called upon by the Board of Directors. At the expiration of his/her term of office, the Treasurer shall surrender all monies, books,

records and other property of the Foundation to his/her successor in office, or to such person as may be designated by the Board of Directors.

An Assistant Treasurer shall assist the Treasurer in carrying out his or her duties and powers and shall perform the duties and exercise the powers of the Treasurer that may be delegated from time to time by the Treasurer or Board of Directors.

Section 5.6 The compensation of all officers and employees of the Foundation shall be fixed or approved by the Board of Directors; provided, however, that an officer shall not receive compensation for his/her services to the Foundation unless he/she is employed by the Board of Directors as a member of the administrative staff of the Foundation.

Section 5.7 All previous Presidents of the Foundation shall be eligible to serve as members of the Past Presidents' Council, which shall act as an advisory body to the Foundation. Members of the Past Presidents' Council may attend such meetings of the Board of Directors as the Board may, in its discretion, permit. Members of the Past Presidents' Council shall not have the right to vote and shall not exercise any of the powers granted to the Board of Directors in these By-laws.

ARTICLE VI

Notices

Section 6.1 Whenever under the provisions of the laws of the Act or of the Articles of Incorporation or of these Bylaws notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given by telephone, mail, facsimile or electronic transmission or other similar means of communication to the last address known to the Secretary of the Foundation. Notice shall be effective as provided in the Act.

Section 6.2 Whenever any notice is required to be given under the provisions of the laws of the District of Columbia or of the Articles of Incorporation or of these Bylaws, a

waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII

Indemnification of Directors or Officers

Section 7.1 The Foundation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (“**Covered Person**”) who was or is a party or is threatened to be made a party to, or is otherwise involved in any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative in nature (“**Proceeding**”), by reason of the fact that such Covered Person is or was a director or officer of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person in connection with such Proceeding. Notwithstanding the preceding sentence, the Foundation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. The payment of expenses incurred by a Covered Person in advance of the final disposition of the Proceeding shall be made only upon receipt of a written affirmation of the Covered Person’s good faith belief that he or she has met the relevant standard of conduct required under applicable law for indemnification and an undertaking by the Covered Person to repay all amounts advanced if it is ultimately determined that the Covered Person is not entitled to be indemnified under this article or otherwise.

ARTICLE VIII

Gifts, Donations and Bequests

Section 8.1 Gifts, donations and bequests may be given directly to the Foundation, or the principal of a gift, donation or bequest may be given to some other person, corporation or trustee with instructions that the principal or income therefrom shall either be paid to the Foundation or disbursed in accordance with the instructions of the Board of Directors of the Foundation; provided, however, that the uses and purposes of all such gifts, donations and bequests, either of income or principal, shall be in accord with the purposes of the Foundation. All restricted gifts, donations and bequests shall be subject to acceptance by the Board of Directors of the Foundation.

Section 8.2 Unless gifts, donations or bequests are given subject to a stated special purpose, they shall be unrestricted funds of the Foundation. In the discretion of the Board of Directors, unrestricted funds may be used for any purposes or expenses of the Foundation, or may be invested and the income therefrom used for any purposes or expenses of the Foundation, and invested funds may be withdrawn from investment and used for any purposes or expenses of the Foundation.

ARTICLE IX

Fiscal Agents

Section 9.1 The directors may employ one or more fiscal agents to handle the details of its investment program, the purchase and sale of securities and investments under the supervision of the Board of Directors, the custody of all securities and investments, and the keeping of corporate accounts and records whenever the funds of the corporation are sufficiently large to justify the same.

ARTICLE X

Fiscal Management

Section 10.1 The depository of the Foundation shall be such financial institutions as shall be designated from time to time by the Directors and in which the monies of the Foundation shall be deposited. In designating such financial institutions the directors of the Foundation shall give due regard to the policies of the Board of Governors of the District of Columbia Bar regarding investments and deposits. Withdrawal of monies from such accounts shall be only by checks signed or electronic fund transfers or wires authorized by such persons as are authorized by the Directors.

Section 10.2 The investments of the Foundation, including but not limited to stocks, bonds and evidences of indebtedness, shall be kept in safekeeping only in such places and under such security as shall be approved by the Board of Directors or executive committee.

Section 10.3 An audit of the accounts and funds of the Foundation shall be made annually by a certified public accountant employed by the Board of Directors, and an audit may be made more frequently in the discretion of the Board of Directors. A copy of each audit report, together with a report on all investments of the Foundation showing cost and current market value, shall be furnished to each director and to the Board of Governors of the District of Columbia Bar.

Section 10.4 Fidelity bonds or employee dishonesty insurance may be required by the Board of Directors from all persons handling or responsible for Foundation funds or investments. The amount and form of such bonds and the companies issuing such bonds shall be approved by the directors, and the premiums shall be an expense of the Foundation.

Section 10.5 The expenditure of the funds of the Foundation shall be in accordance with a budget or an appropriation approved by the Board of Directors prior to the expenditures.

ARTICLE XI

Grants and Loans to Organizations

Section 11.1 The Board of Directors shall make grants or loans only to organizations which are organized and operated exclusively for charitable, scientific or educational purposes in order to enable such organizations to --

(a) provide, and support the provision of, legal and related services (A) for poor or otherwise disadvantaged persons or groups of persons; (B) involving matters of importance to an individual who does not have the financial resources to compensate counsel; (C) involving a claim or defense of an individual which society has a special interest in protecting; or (D) involving an important claim or defense belonging to a significant segment of the public; and

(b) facilitate and improve the provision of legal services and the administration of justice; promote the study of the law and the science of jurisprudence and research therein, through the diffusion of legal knowledge and the continuing legal education of lawyers; publish and distribute essays, treatises, reports and other literary works on legal subjects.

Section 11.2 The Board of Directors shall, in decisions as among otherwise qualifying and meritorious applications for grants or loans, give preferential weight to --

(a) matters affecting residents of the District of Columbia;

(b) matters described in Section 11.1(a) above; and

(c) activities which would ameliorate widespread or recurrent serious conditions.

Section 11.3 In making grants or loans, the Board of Directors shall consider, inter alia, as factors entitled to weight:

(a) whether the funds would be used to fulfill the Bar's responsibility to provide representation to those who are in need of legal representation;

(b) whether the project duplicates other existing programs;

(c) whether the project offers a multiplier effect for the Foundation's financial contributions; and

(d) whether the proposed activity, if continuing in nature, might subsequently be supported by other funds.

Section 11.4 No grant or loan shall be made to any organization of which any member of the Board of Directors is an employee or contractor; provided, however, that service by a member of the Board of Directors as a voluntary attorney with an organization shall not be deemed employment by that organization.

Section 11.5 The Board of Directors shall adopt and may from time to time amend procedures for applying for grants or loans, and shall make them generally known.

Section 11.6 The Board of Directors shall prepare and file with the Board of Governors of the District of Columbia Bar an annual report which shall set forth, inter alia, the total receipts by the Foundation with a breakdown of source by category; and, as to each loan or grant made, its purposes, its amount, and the name and address of the recipient organization.

ARTICLE XII

Grants and Loans to Individuals

Section 12.1 The Board of Directors may establish such other scholarships, awards and assistance programs, provided that such programs are funded from sources for which that is a permissible use. The Board of Directors shall develop and approve appropriate guidelines for such programs.

ARTICLE XIII

Miscellaneous

Section 13.1 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words “Corporate Seal, District of Columbia, 1977.”

Section 13.2 The Foundation shall have and continuously maintain in the District of Columbia a registered office and a registered agent who shall be the Executive Director of the Foundation, or other person designated by the Board of Directors, and whose business office shall be identical with such registered office.

Section 13.3 The Foundation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine from time to time or as the purposes of the Foundation may require.

Section 13.4 Unless otherwise provided in these Bylaws, any notice to the Foundation or to the Board of Directors of the Foundation shall be addressed to the President of the Foundation at the address of the Foundation.

ARTICLE XIV

Amendments

Section 14.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the Board of Directors then serving, provided that no such action shall be taken which is contrary to the Articles of Incorporation or if it would in any way adversely affect the Foundation’s qualification for the tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future revenue act). The Board of Governors shall be advised of any proposal to amend these Bylaws not less than thirty (30) days in advance of its consideration by the Board of Directors.

The foregoing were adopted as the Bylaws of a nonprofit corporation under the laws of the District of Columbia, at a meeting of the Board of Directors.

Secretary
Approved:

President

Adopted
Amended December 2009
Amended July 19, 2012
Amended June 13, 2013 _____