

**Adopted June 9, 2010**  
**Amended as of June 5, 2018**

**AMENDED AND RESTATED BY-LAWS OF LAF (fka  
THE LEGAL ASSISTANCE FOUNDATION OF METROPOLITAN CHICAGO)**  
(an Illinois not-for-profit corporation)

**ARTICLE I**  
**NAME, PURPOSE AND TAX EXEMPT STATUS**

SECTION 1. NAME. The name of the corporation is LAF (the “Corporation”).

SECTION 2. PURPOSE. The Corporation shall have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of 1986, as amended, of the State of Illinois (the “GNFPCA”).

SECTION 3. Operation as Tax Exempt Organization, Exempt Activities. The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these By-laws, 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 which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, employee or agent of the Corporation. In the event of dissolution or final liquidation of the Corporation, whether voluntary or involuntary, no director, officer, employee or agent of the Corporation, or any private individual, shall be entitled to any distribution or division of the remaining property or proceeds therefrom of the Corporation. The balance of money and other property received by the Corporation from any source, after the payment of all debts and obligations, shall be used, distributed or transferred exclusively to an organization or organizations having purposes substantially similar to those for which the Corporation is organized as the Board of Directors of the Corporation (the “Board”) may determine.

SECTION 4. Offices. The Corporation shall have and continuously maintain in the State of Illinois a registered agent and office, which office may be, but need not be, identical with the principal office of the Corporation in the State of Illinois, and the identity of the registered agent or address of the registered office may be changed from time to time by the Board.

The headquarters office and all other offices of the Corporation shall be at such locations as the Board may determine.

**ARTICLE II**  
**MEMBERSHIP**

There shall be no membership of the Corporation.

**ARTICLE III**  
**BOARD OF DIRECTORS**

SECTION 1. General Powers. The management, supervision and control of the affairs of the Corporation shall be vested in the Board. Additionally, the Board shall carry out these By-laws.

SECTION 2. Number and Term. The number of directors which shall constitute the entire Board shall be not more than fifty-one (51), or such other number as may be established by the Board from time to time, provided, however, that the initial number of Directors shall be thirty-nine (39), which shall be made up of the Directors duly elected and serving on the date hereof. Within the limits specified above, the number of directors shall be established from time to time by resolution of the Board. The Board shall be a self-perpetuating Board. The term of office of each director shall be three (3) years. Prior to the end of each three-year term, directors will be elected for the following term by a majority of the then-serving directors, with approximately one-third of the directors elected each year for a three-year term. Except as established by the Board, the term of office for each director shall start effective January 1 of the calendar year following the date such director is elected to the Board; provided that the term of each of the Directors duly elected and serving on the date hereof shall be extended until December 31 of the calendar year in which such Director's current term ends. Directors shall serve until their successors are duly elected and qualified or until their removal or resignation in the manner hereinafter provided. A vacancy on the Board may be filled for the remaining term by the Board. Each director chosen to fill a mid-term vacancy on the Board shall serve the balance of the term of the director whose vacancy he or she is elected to fill and until his or her successor is elected and qualified. Qualifications of the members of the Board shall be as follows:

(a) At least 60% of the members of the Board shall be attorneys admitted to practice in the State of Illinois who are supportive of the purposes of the Legal Services Corporation Act of 1974, as amended from time to time, and have interest in and knowledge of the delivery of quality legal services to the poor. Appointments shall be made so as to insure that the attorney members reasonably reflect the diversity of the legal community and the population of the areas served by the Corporation, including race, ethnicity, gender and other similar factors.

(b) At least 50% of the members of the Board shall be attorneys appointed by the one or more State, county, or municipal bar associations, the membership of which represents a majority of attorneys practicing law in the localities in which the Corporation provides legal assistance.

(c) At least one-third of the members of the Board (with any fraction rounded down) shall be persons who are eligible, when elected, to receive services from the Corporation under the guidelines established by the Legal Services Corporation. These community Board members may also be representatives of associations, groups, or organizations working to advance justice for poor or elderly people in the Corporation's service area.

(d) All members of the Board shall be individuals interested in and supportive of legal services to the poor.

(e) No member of the Board shall serve more than four (4) consecutive three-year terms, beginning as of June 9, 2010.

From time to time the Board shall designate appropriate bar associations and community groups, each of which shall have the right to recommend candidates for the Board, provided those candidates also satisfy any reasonable qualifications which the Board from time to time may establish. It shall be the duty of the Governance Committee to solicit endorsements of nominees from the entities having the right to make such recommendations. Any additional attorney members of the Board may be appointed by or selected from other bar associations or legal organizations with an interest in the delivery of legal services to the poor. The non-attorney Board membership shall not be dominated by persons serving as the representatives of a single association, group, or organization.

Within a reasonable period of time prior to the last regular or special meeting preceding each December 31, the Governance Committee shall notify the entire Board of the slate of persons appointed in accordance with the foregoing provisions and qualifications.

At all times, the composition of the Board shall satisfy the requirements of the Legal Services Corporation.

SECTION 3. Regular Meetings. Regular meetings of the Board shall be held at the general office of the Corporation, or at such places and times as may from time to time be determined by the Board, either within or without the State of Illinois, upon not less than five (5) days' prior notice. One of the regular meetings each year will be held for the purpose of electing directors whose terms expire that year, electing officers and conducting any other business which may properly come before the Board. There shall not be fewer than four (4) meetings of the Board (including the annual meeting) in each year.

SECTION 4. Special Meetings. Special meetings of the Board may be called upon prior notice by or at the request of the Chair, the Chief Executive Officer/Executive Director or any seven (7) directors. The person or persons authorized to call special meetings of the Board may fix such place, either within or without the State of Illinois, as the place and time for holding such special meeting.

SECTION 5. Notice. Notice of any special meeting of the Board shall be given at least twenty-four (24) hours prior thereto to each director by written notice delivered personally or sent by mail, or transmitted by electronic means to the email address, fax number or other type of contact information that appears on the records of the Corporation. Any director may waive notice to him or her of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends such meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Board, need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws. No special meeting of the Board may remove a director unless

written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

SECTION 6. Presiding Officer. The Board may appoint one Chair or two Co-Chairs (individually or together, the “Chair”) to preside over regular and special meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside over all regular and special meetings of the Board. In the absence of the Chair and Vice-Chair, the Chair of the Budget and Compensation Committee shall preside over the regular and special meetings of the Board.

SECTION 7. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or these By-laws.

SECTION 8. Informal Action. Any action required to be taken at a meeting of the Board or committee thereof, or any action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing (manual or electronic), setting forth the action so taken, shall be signed and received from the same number of directors or members of such committee as would be necessary to approve such action at a meeting of the Board or a committee thereof at which all the directors or members of such committee, as the case may be, were present and voted, or as otherwise permitted or allowed by the GNFPCA. The consent shall be evidenced by one (1) or more written approvals (manual or electronic), each of which shall set forth the action taken and shall bear the signature of one (1) or more directors or committee members. All of the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records of the Board or committee thereof.

SECTION 9. Attendance by Conference Telephone. Members of the Board or any committee of the Board may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear one another. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

SECTION 10. Compensation. Neither the Chair nor the other members of the Board shall receive any salaries for their services on the Board, but directors may be entitled to reimbursement of reasonable expenses incurred for their services on the Board in such manner as the Board allows.

SECTION 11. Resignation and Removal.

(a) A director may resign at any time by written notice delivered to the Board or to the Chief Executive Officer/Executive Director or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

(b) One or more of the directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office, present and voting at a meeting of the Board at which a quorum is present.

SECTION 12. Executive Committee. The Board shall designate such number of directors, including the Vice Chair, Secretary, Treasurer, Chair of the Budget and Compensation Committee, and any other members deemed necessary, who, together with the Chair, shall constitute the Executive Committee of the Board. The directors designated to the Executive Committee must be consistent with and mirror the qualifications set forth in Section 2, above, including without limitation, that at least one-third of the membership (with any fraction rounded down) shall be community Board members specified in Section 2(c), above. The Executive Committee shall continue to serve for a period of one (1) year following its election and until its successors are duly elected and qualified. The Executive Committee shall have and exercise the authority of the Board between meetings as to time-sensitive or confidential matters only. Directors who are not Executive Committee members are welcome to attend any Executive Committee meeting. The Executive Committee shall report any action to the full Board at its next regular meeting.

SECTION 13. Governance Committee. The Board shall have the power to modify the number of members of this committee, with at least one-third of the members of which (with any fraction rounded down) being community Board members in accordance with Section 2(c), above. The Governance Committee shall continue to serve for a period of one (1) year following its election and until its successors are duly elected and qualified. The Governance Committee will provide general oversight and direction to the Board of the Corporation's corporate governance responsibilities, activities, and functions, and have such other rights and authority as established by the Board or set forth in the Governance Committee charter, as applicable. The Governance Committee shall oversee the candidate review and nominating process of the Corporation. The Governance Committee shall submit to the Board the name of the person appointed to replace any director whose service ends before the director's term is complete, whether because of resignation, death or otherwise. For attorney Board members, the director being appointed shall be endorsed by the same nominating source as the director being replaced. The Governance Committee shall oversee director orientation and continuing education programs and evaluate the quality of performance of the Board as a whole and of its individual directors.

SECTION 14. Audit Committee. The Board shall have the power to modify the number of members of this committee, with at least one-third of the members of which (with any fraction rounded down) being community Board members in accordance with Section 2(c), above. The Audit Committee shall continue to serve for a period of one (1) year following its election and until its successors are duly elected and qualified. The Audit Committee shall oversee the financial audit of the Corporation, review the annual financial statements with the Corporation's auditors and the Board, oversee regulatory and compliance matters, and have such other rights and authority as established by the Board or set forth in the Audit Committee charter, as applicable.

SECTION 15. Budget and Compensation Committee. The Board shall have the power to modify the number of members of this committee, with at least one-third of the members of which (with any fraction rounded down) being community Board members in accordance with Section 2(c), above. The Budget and Compensation Committee shall continue to serve for a period of one (1) year following its election and until its successors are duly elected and qualified. The Budget and Compensation Committee shall oversee the Corporation's budget process and review the Corporation's budget, oversee and review the Corporation's compensation policies and procedures, including compensation of the Chief Executive Officer/Executive Director, and have

such other rights and authority as established by the Board or set forth in the Budget and Compensation Committee charter, as applicable.

SECTION 16. Development and Marketing Committee. The Board shall have the power to modify the number of members of this committee, with at least one-third of the members of which (with any fraction rounded down) being community Board members in accordance with Section 2(c), above. The Development Committee shall continue to serve for a period of one (1) year following its election and until its successors are duly elected and qualified. The Development and Marketing Committee shall oversee the Corporation's development and fundraising processes and procedures, oversee the Corporation's grant process and related matters, and have such other rights and authority as established by the Board or set forth in the Development Committee charter, as applicable.

SECTION 17. Committees. In addition to the Executive Committee, the Governance Committee, the Audit Committee, the Budget and Compensation Committee, and the Development Committee, the Board, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may, as it deems fit, establish or appoint other committees, the Chair thereof to be designated by the Board in the making of such appointments. Each such committee (i) shall have such number of members as the Board may establish from time to time, (ii) shall be consistent with and mirror the qualifications set forth in Section 2, above, and (iii) shall have the rights and authority as established by the Board or set forth in such Committee's charter, as applicable. Any committee member may be removed by the Board whenever in its judgment the best interests of the Corporation are to be served by such removal.

SECTION 18. Advisory Committees. The Board may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board or to the officers.

SECTION 19. Conflict of Interest. Any director present at a meeting of the Board or a committee thereof, and having, to the best of his/her knowledge, an existing or potential material or other direct personal interest in a matter before that body shall disclose the nature and extent of his/her interest to that body immediately. Such person shall not vote on said matter, nor be counted in determining the existence of a quorum in reference to said matter. The term "material" in this section shall mean in excess of \$250.00 per annum. Members of the Board shall complete conflict of interest questionnaires as the Corporation shall request from time to time.

#### **ARTICLE IV** **OFFICERS**

SECTION 1. Number. The officers of the Corporation shall be a Chair of the Board, a Vice Chair, a Chief Executive Officer/Executive Director, a Secretary, a Treasurer and such other officers or assistant officers as shall be appointed by the Board. Except for the Chief Executive Officer/Executive Director, any two (2) or more offices may be held by the same person, and the Board may appoint more than one Chair and one Vice Chair.

SECTION 2. Election. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting or any other meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, resignation or removal in the manner hereinafter provided.

SECTION 3. Chair of the Board. The Chair shall be elected from the members of the Board. The Chair shall preside at all meetings of the Board and, in general, shall advise and counsel the Chief Executive Officer/Executive Director and shall perform all duties incident to the office of the Chair of the board and such other duties as from time to time may be assigned to the Chair by the Board. No Chair shall serve more than three (3) consecutive one-year terms, beginning as of the date these By-laws are adopted. This is not intended to prevent a Chair from serving multiple terms, provided the Chair remains eligible to remain on the board, and that each set of terms is not consecutive.

SECTION 4. Chief Executive Officer/Executive Director. Subject to the Board, the Chief Executive Officer/Executive Director shall be the principal executive officer and chief operating officer of the Corporation and shall be in general and active charge of the entire business and all the affairs of the Corporation. The Chief Executive Officer/Executive Director shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer/Executive Director shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the Chief Executive Officer/Executive Director shall perform all duties incident to the office of Chief Executive Officer/Executive Director and such other duties as may be prescribed by the Board from time to time.

SECTION 5. Vice Chair. The Vice Chair shall be elected from the members of the Board. The Vice Chair shall perform such other duties as may be assigned by the Chair or by the Board from time to time. In the absence or inability of the Chair or at the Chair's request, the Vice Chair shall preside at all meetings of the Board. In the absence of the Chief Executive Officer/Executive Director or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chief Executive Officer/Executive Director, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer/Executive Director.

SECTION 6. Secretary and Assistant Secretaries. The Secretary or, at the Board's direction, the Assistant Secretary, shall keep the minutes of the meetings of the members and of the Board in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be the custodian of the corporate records and of the seal of the Corporation; and in general perform all duties incident to the office of Secretary or Assistant Secretary and such other duties as may be assigned to him by the Chair, the Chief Executive Officer/Executive Director or by the Board.

SECTION 7. Treasurer and Assistant Treasurer. The Treasurer or, at the Board's direction, the Assistant Treasurer, shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the

Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VI, Section 3 of these By-laws; and in general perform all the duties incident to the office of Treasurer or Assistant Treasurer and such other duties as may be assigned to him or her by the Chair or by the Board.

**SECTION 8. Resignation and Removal.**

(a) Any officer may resign at any time by giving notice to the Board, the Chair, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Corporation would be served thereby.

**SECTION 9. Vacancies.** In the event of vacancy in any office because of death, resignation, removal, incapacitation or otherwise, the Chair shall fill the vacancy for the unexpired portion of the term until the next annual meeting when a successor is elected and qualified.

**ARTICLE V**  
**INDEMNIFICATION OF**  
**DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

**SECTION 1. Indemnification of Directors, Officers, Employees and Agents.** Each member or former member of the Board, each officer, employee or agent of the Corporation, and any person who may have served at its request or by its election as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, to the extent allowed by law, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding in which such person has been made a party, by reason of such person being or having been a director, officer, employee or agent of the Corporation or a director, officer, employee or agent of such other corporation or enterprise. Any amendment, repeal or modification of any provision of this Article V by the Board shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal or modification.

**SECTION 2. Limitation on Indemnity.** The indemnification described above in Section 1 will apply only if the Board, by a majority vote of a quorum consisting of directors who (a) were not parties, (b) were not directors, officers, employees or agents of entities that were parties, (c) were not threatened to be made parties or (d) were not directors, officers, employees or agents of entities threatened to be made parties to such actual or threatened action, suit or proceeding, determines in each specific case that the director, officer, employee or agent seeking indemnification (i) did not fail to act in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and (ii) with respect to any criminal proceeding, that such director, officer, employee or agent seeking indemnification had no



reasonable cause to believe such person's conduct was unlawful. If such a quorum of the Board is not obtainable, then such determination shall be made as provided in Section 108.75(d) of the GNFPFA, as amended from time to time.

SECTION 3. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of (a) any entity which, or person who, is or was a director, officer, employee or agent of the Corporation, or (b) any person who is or was serving at the request of the Corporation or by its election as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or settlement based on asserted liability incurred by such entity or person in any such capacity, or arising out of its or his status as such, whether or not the Corporation would have the power to indemnify it or him against such liability or settlement under the provisions of these By-laws.

## **ARTICLE VI**

### **CONTRACTS, CHECKS AND DEPOSITS**

SECTION 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Electronic or Facsimile Signatures. Unless the document expressly states, otherwise, any corporate document required to be signed by a director or officer shall be deemed executed if the director or officer signs the document and electronically transmits a copy of the signature page of such document to the appropriate officer.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolutions by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair, Executive Director or Vice President of the Corporation.

SECTION 4. Deposits. The funds of the Corporation shall be deposited or kept with a bank or trust company doing business in the United States. Such funds shall be disbursed upon the order or orders of the Chair, Chief Executive Officer/Executive Director, Secretary, Treasurer or such other person or persons as the Board may, from time to time, designate in writing.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of the Board, and of any committee exercising the authority of the Board. Each member of the Board shall have the right to examine, at any reasonable time or times, the Corporation's books and records of account and minutes.

**ARTICLE VIII**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be the year established by resolution of the Board.

**ARTICLE IX**  
**DISSOLUTION, LIQUIDATION OR MERGER**

The Company may be dissolved, liquidated or merged with or into another entity upon the consent and approval by two-thirds of a quorum of the Board at a meeting duly called for such purpose.

**ARTICLE X**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the GNFPCA or under the provisions of the Articles of Incorporation of the Corporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI**  
**GIFTS**

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose for which the Corporation is organized.

**ARTICLE XII**  
**AMENDMENTS**

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting thereof.