



Federal Bar Foundation

BY-LAWS OF THE FEDERAL BAR FOUNDATION

(hereinafter referred to as the “Foundation”)

**Restated Federal Bar Foundation By-Laws Adopted at June 30, 2014
Federal Bar Foundation Meeting and Unanimously Approved via Email**

ARTICLE I

NO MEMBERS

The Foundation shall have no members.

ARTICLE II

DIRECTORS

Section 1. Duties and Powers. The Board of Directors of the Foundation shall have the authority, power and responsibility for the general management, control and supervision of the affairs, activities, property and assets of the Foundation, and may make such rules, regulations and guidelines for the promotion and advancement of the Foundation and its purposes as the Board of Directors may deem advisable. The Board of Directors, in addition to the powers and authority expressly conferred upon it by these By-Laws, by statute, by the Certificate of Incorporation of the Foundation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Foundation, except as expressly provided otherwise by the statutes of the State of New York, by the Certificate of Incorporation of the Foundation and by these By-Laws.

Section 2. Number of Directors. The Board of Directors shall consist of not fewer than Ten (10) nor more than Twenty (20) persons, the exact number of which shall be fixed from time to time by the Board of Directors. The directors shall be divided into three classes of approximately equal number, each class holding office for the three years and until their successors have been inducted. All officers and past presidents shall also be ex officio members of the Board.

Section 3. Election of Directors. The directors shall be elected by a majority of votes cast at the annual meeting of the Board of Directors of the Foundation. Each director so voting shall be entitled to cast one (1) vote for each director spot open for election and voting shall not be cumulative voting. No person shall be eligible to serve on the Board of Directors for one year immediately following his or her serving as an Officer or Trustee of the Federal Bar Council or as an Officer or Director of the Federal Bar Foundation for six consecutive years provided, however,

that such a person may serve as President of the Foundation following his or her six-year term. If a term to which a director was elected extends beyond such period of six years, the portion of the term which otherwise would have been exceeded six years shall be filled as any other vacancy.

Section 4. Term and Removal of Directors. The term of office of each director shall be three (3) years. A director shall hold office until the annual meeting for the year in which his/her term expires and until his/her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors that results from an increase in the number of directors or for any other reason shall be filled by persons elected by a majority of the entire Board of Directors. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his/her predecessor. Except as otherwise provided in these By-Laws, a director may be removed by the Board of Directors only for cause. Any director may resign at any time upon notice to the Board of Directors. Any director who shall fail to attend three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned unless the Board of Directors by affirmative vote determines otherwise.

Section 5. Diversity. The Nominating Committee shall strive to propose a slate of nominees who have shown an interest in, and commitment to, professional and pro bono activities, who are experienced in the affairs of the Council, and who reflect the diversity of lawyers who practice before the courts of the Second Judicial Circuit.

Section 6. Meetings. The Board of Directors of the Foundation may hold meetings, both regular and special, either within or without the State of New York. The annual meeting of the Board of Directors shall be held at such time and at such place as the Board of Directors shall determine and, subject to special circumstances, shall be held in October. In addition to the annual meeting of the Board of Directors, the Board of Directors shall hold such number of other regular meetings at such times and at such places as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any seven (7) directors. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each director either by mail, facsimile or email received not less than seven (7) days before the date of the meeting, by telephone on at least seven (7) days' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances.

Section 7. Quorum. Except as may be otherwise specifically provided by law, the Certificate of Incorporation of the Foundation or these By-Laws, at all meetings of the Board of Directors, one-third (1/3) of the entire Board of Directors, but in no event fewer than seven (7) directors, shall constitute a quorum for the transaction of

business; provided, however, that in the case where there are fewer than seven (7) directors, such directors shall constitute a quorum for such purposes. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting to another time and place until a quorum shall be present.

Section 8. Actions of the Board Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all of the of the members of the Board of Directors or committee, as the case may be, consent thereto in writing or electronically, and the writing or writings, or copies of the electronic consents, are filed with the minutes of proceedings of the Board of Directors or committee.

Section 9. Meetings by Means of Conference Telephone. Members of the Board of Directors of the Foundation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone, video conferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 9 shall constitute presence in person at such meeting.

Section 10. Entire Board of Directors. As used in these By-Laws generally, the term "entire Board of Directors" means the total number of directors which the Foundation would have if there were no vacancies as of the most recent election.

ARTICLE III

COMMITTEES OF BOARD OF DIRECTORS

Section 1. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one (1) or more committees of the Board, each consisting of at least three (3) directors of the Foundation, or such other number of directors as may be determined from time to time by the Board of Directors, and may define their duties and prescribe their powers to serve at the pleasure of the Board of Directors. The President, shall be an ex-officio member of all committees of which he/she is not otherwise a regular member.

To the extent provided by resolution of the Board of Directors establishing such committee, any such committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the property, activities and affairs of the Corporation, except to the extent limited by law or the By-Laws.

Unless the Board of Directors or these By-Laws shall specify otherwise, and except with respect to ex-officio members whose terms may be longer, all members of all committees shall be appointed for terms of one (1) year, unless reappointed.

Section 2. Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held and taken in accordance with, the provisions of Article II of the By-Laws, concerning meetings of directors, with such changes in the context of those By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees shall be designated by resolution of the Board of Directors or, if none, by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors.

Each committee shall report to the Board of Directors when required and keep regular minutes of its meetings which shall be filed with the corporate records of the Corporation.

The Board of Directors may adopt rules for the governance of any committee not inconsistent with any provision of law or these By-Laws.

ARTICLE IV

OFFICERS

Section 1. General. The officers of the Foundation shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors, in its discretion, may also choose additional Vice-Presidents, and one or more Assistant Secretaries, Assistant Treasurers and other officers. The Board of Directors may elect Honorary Chairpersons and/or Honorary Presidents who shall have such powers and responsibilities and serve such functions as the Board of Directors may from time to time delegate to them.

Except for the offices of President and Secretary which must be occupied by different persons, any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation of the Foundation or these By-Laws provided, however, that no instrument required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.

Section 2. Election. The Board of Directors at its annual meeting or such other time as may be designated by the Board of Directors shall elect the officers of the Foundation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Foundation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the entire Board of Directors. Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors. All officers of the Foundation shall serve without salary.

Section 3. Voting Securities Owned by the Foundation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Foundation may be executed in the name of and on behalf of the Foundation by the President or any Vice-President and such officer may, in the name of and on behalf of the Foundation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Foundation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Foundation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. President. The President shall be the chief executive officer of the Foundation. Subject to the control of the Board of Directors, the President shall have general supervision of the business and affairs of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all bonds, mortgages, contracts and other instruments of the Foundation requiring a seal, under the seal of the Foundation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Foundation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. The President shall preside at all meetings of the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these By-Laws or by the Board of Directors.

Section 5. Vice-Presidents. At the request of the President or in his/her absence or in the event of his/her inability or refusal to act, the Vice-President or the Vice-Presidents if there be more than one (1) (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all of the powers of, and be subject to all the restrictions upon, the President. Each Vice-President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings at such meetings in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and all other notices required to be given by law or by these By-Laws, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President shall choose another officer to cause such notice to be given. The Secretary shall

have custody of the seal of the Foundation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by his/her signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. In particular, and without limitation of the foregoing, the Secretary shall see that all reports, returns, information returns, or other documents which are or may be required to be filed with the Internal Revenue Service are properly and timely filed.

Section 7. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meeting, or whenever the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Foundation. If required by the Board of Directors or by law, the Treasurer shall give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Foundation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Foundation.

Section 8. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his/her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

Section 9. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of his/her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. If required by the Board of Directors or by law, an Assistant Treasurer shall give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the

duties of his/her office and for the restoration to the Foundation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Foundation.

Section 10. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any officer of the Foundation the power to choose such other officers and to prescribe their respective duties and powers.

ARTICLE V

NOTICES

Section 1. Notices. Whenever written notice is required by law, the Certificate of Incorporation of the Foundation or these By-Laws, to be given to any officer, director or member of a committee, such notice may be given by mail, addressed to such officer, director or member of a committee, at his/her address as it appears on the records of the Foundation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be deemed given if given personally or by email or facsimile,.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation of the Foundation or these By-Laws, to be given to any officer, director or member of a committee, 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 VI

GENERAL PROVISIONS

Section 1. Disbursements. All checks or demands for money and notes of the Foundation or amounts less than such threshold amount designated by resolution of the Board of Directors shall be signed by either the President, the Treasurer or such other person or persons as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Foundation for amounts greater than such threshold amount designated by resolution of the Board of Directors shall be signed by any two (2) of the following persons: the President, the Treasurer or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Foundation shall be determined by resolution of the Board of Directors.

Section 3. Corporate Seal. Any required corporate seal shall have inscribed thereon the name of the Foundation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 4. Registered Office. The registered office of the Foundation shall be in the County of Westchester, State of New York.

ARTICLE VII

DUTIES OF DIRECTORS AND OFFICERS: INDEMNIFICATION

Section 1. Duties of Directors. A director shall perform his/her duties as a director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- (i) one (1) or more officers or employees of the Foundation whom the director believes to be reliable and competent in the matters presented, or
- (ii) counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence, or
- (iii) a committee of the Board upon which he/she does not serve, duly designated in accordance with a provision of the Certificate of Incorporation of the Foundation or these By-Laws, as to matters within its designated authority, which committee the director believes to merit confidence,

so long as in so relying he/she shall be acting in good faith and with such degree of diligence, care and skill, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, directors, when acting in good faith, may rely upon financial statements of the Foundation presented to them to be correct by the President or the officer of the Foundation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Foundation. A person who so performs his/her duties shall have no liability by reason of being or having been a director of the Foundation.

Section 2. Duties of Officers. An officer shall perform his/her duties as an officer in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, an officer shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case presented by:

- (i) one (1) or more other officers or employees of the Foundation whom the officer believes to be reliable and competent in the matters presented, or
- (ii) counsel, public accountants or other persons as to matters which the officer believes to be within such person's professional or expert competence,

so long as in so relying he/she shall be acting in good faith and with such degree of care, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, officers, when acting in good faith, may rely upon financial statements of the Foundation represented to them to be correct by the President or the officer of the Foundation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been an officer of the Corporation.

Section 3. Indemnification of Directors and Officers. The Foundation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Foundation, or, at the request of the Foundation, served any other organization in any capacity, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. Nothing contained in this Section 3 of this Article VII shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise by law. The Foundation shall have the power to purchase and maintain insurance to indemnify the Foundation, the directors and officers of the Foundation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. No indemnification shall be made under this Article VII if such indemnification would be inconsistent with Sections 4941 through 4945 of the Internal Revenue Code of 1986, as amended, a provision of the Foundation's Certificate of Incorporation or these By-Laws, a resolution of the Board of Directors or other proper corporate action, in effect at the time of the accrual of the alleged

cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

Section 4. Meaning of "Foundation" for Purposes of Article VII. For purposes of this Article VII, references to the "Foundation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation of any type or kind, domestic or foreign, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the resulting or surviving corporation as he/she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE VIII

AMENDMENT

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted, by the Board of Directors. All such amendments must be approved by the vote of at least two-thirds (2/3) of the entire Board of Directors upon notice given at least three (3) weeks prior to the meeting at which such action is proposed to be taken and which notice specifically states that one of the purposes of such meeting is to amend the By-Laws.