

BY-LAWS OF THE FOUNDATION OF THE BAR ASSOCIATION OF THE DISTRICT OF COLUMBIA

PURPOSE

The purpose of the Foundation of the Bar Association of the District of Columbia ("Foundation") is to accept and approve applications for grants from tax-exempt legal service provider organizations and other justice related entities and to thereby enable such organizations to provide legal representation and related direct services to poor and disadvantaged persons in the District of Columbia, with a special emphasis on the needs of children.

I - BOARD OF TRUSTEES

- (1) The number of Trustees shall be twelve, with one Trustee serving as Representative of the Young lawyers Section.**
- (2) The election of Trustees shall be held at the same time and conducted in the same manner as the election of officers and directors of the Bar Association. Duly elected Trustees shall take office at the next succeeding Annual Meeting of the Foundation and in the same manner as those duly elected to**

the offices and directorships of the Bar Association and shall hold office until a successor is elected or appointed and shall qualify as provided in these By-laws.

(3) Any vacancy may be filled by majority vote of the Trustees in attendance at any meeting of the Board of Trustees, and such Trustee shall hold office until a successor is elected or appointed as provided in these By-laws.

(4) Any Trustee may be removed for cause by a two-thirds vote of the Board of Trustees at a meeting called for that purpose with at least seven days' notice before such meeting with a hearing to be held at the meeting. With or without cause, a Trustee may be suspended by the unanimous vote of the remaining Trustees constituting a quorum at any meeting called for that purpose.

II - OFFICERS

- (1) The officers of the Foundation shall be President, one or more Vice President, a Secretary, and a Treasurer, each to be elected by the Board of Trustees by a majority vote at its annual meeting. The office of Vice president, Secretary, and Treasurer, and any combination thereof, may be held by the same person.
- (2) In addition to such other duties as shall from time to time be prescribed by the Board of Trustees:

- (a) **President**: The President shall preside at all meeting of the Board of Trustees, sign the records thereof, and perform all of the duties usually performed by presiding officers of like bar association foundations. The President shall submit to the presiding officer of the Bar Association of the District of Columbus at its annual meeting, a report which shall contain a statement of the financial condition of the Foundation and a resume of its activities throughout the year.
- (b) **Vice President**: The first Vice President shall have the powers and perform the duties of the President in the absence or disability of the President. Additional Vice Presidents shall have the powers and duties assigned by the Trustees.
- (c) **Secretary**: The Secretary shall keep, and attest to, minutes and records of all the proceedings of the Board of Trustees, and shall perform all of the duties usually preformed by the secretary of like bar association foundations.
- (d) **Treasurer**: The Treasurer shall receive and have custody of, and shall keep accurate accounts with respect to, all funds and properties belonging to or controlled by the Foundation and deal with them as prescribed by the Board of Trustees, and shall perform all of the bonded in an amount to be determined from time to time be the Board of Trustees.
- (e) **Other Officers**: The Board of Trustees, by a majority vote of the Trustees constituting a quorum, may elect other officers from time to time and for such

term with such duties as the Board of Trustees may prescribe, including a Vice President of Grantmaking, a Vice President of Fundraising, and, in the absence of the President and first Vice President, a Chairperson to preside at a duly called and convened meeting of the Board of Trustees.

- (3) Officers must be members of the Board of Trustees.
- (4) Vacancies in any office shall be filled by a majority vote of the remaining Trustees constituting a quorum.
- (5) Each duly elected or appointed officer shall serve until a successor has been elected or appointed and shall qualify in accordance with these By-laws.

III - COMMITTEES, AGENTS, AND ADVISORS

The Board of Trustees may, by the majority vote of the Trustees constituting a quorum, appoint such committees, committee chairpersons, agents and advisors as may be necessary to carry out the intent of the Board of Trustees and the purposes of the Foundation, and fix the term and assign the duties of each appointee.

IV - MEETING

- (1) The annual meeting of the Board of Trustees shall be held in June of each year, on a date and at a time place specified by the President of the Secretary on not less than ten days' notice to all Trustees.**
- (2) Regular meetings will be held on a periodic basis, on a date and at a time and place specified by the President or the Secretary on not less than three days' notice to all Trustees.**
- (3) Special meetings may be called by the President or the Secretary or by a majority of the Trustees on not less than three days; notice to all Trustees.**
- (4) The notice Provisions of this Article IV may be waived by the unanimous vote of the Trustees.**
- (5) A Majority of the Trustees shall constitute a quorum at all meetings.**

V - FISCAL YEAR

- (1) The fiscal year of the Foundation shall by the same as that of the Bar Association of the District of Columbia.**

VI - SEAL

- (1) No seal is adopted for, or shall be used by, the Foundation.**

VII - AMENDMENTS

- (1) These By-laws may be amended, supplemented, or repealed by a majority vote of the Board of Trustees only at a meeting called for that purpose, or any annual meeting of the Board of Trustees.**

VIII - OTHER RESTRICTIONS

- (1) The Foundation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.**
- (2) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the mission statement.**

(3) No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(4) Upon the dissolution of the Foundation, any remaining assets shall be distributed to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code.

Washington, D.C.

September 27, 1984

Amended

Washington, D.C.

September 27, 1999

Amended

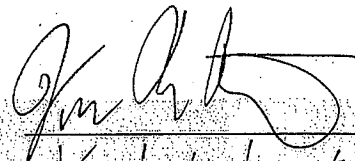
Washington, D.C.

August 9, 2012

**CERTIFICATE OF ADOPTION OF
AMENDED BY-LAWS OF THE
FOUNDATION OF THE BAR ASSOCIATION
OF THE DISTRICT OF COLUMBIA**

We, the undersigned, do hereby certify that these Amended By-Laws of the Foundation of the Bar Association of the District of Columbia were approved by the Board of Trustees on August 9, 2012 and this shall constitute a complete copy of the By-Laws of the Foundation of the Bar Association of the District of Columbia.

Signature



Printed Name

Keith W. Wash

Date:

August 9, 2012

9/25/12