



THE ERIE COUNTY
BAR FOUNDATION

BYLAWS
OF THE
ERIE COUNTY BAR FOUNDATION, INC.

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ARTICLE I
Offices

1. OFFICE.

The Office of the Corporation shall be located in the City of Buffalo, County of Erie and State of New York.

2. ADDITIONAL OFFICES.

The Corporation may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE II
Members

1. The Corporation shall have no members. The Board of Directors may take any action which is permitted or required to be taken by members of a not-for-profit corporation formed under the Laws of New York State, by the affirmative vote of a majority of the Board which would have otherwise been required by law for such action if there were members entitled to vote on such action, except that the number and manner of election of the Directors of the Corporation as prescribed by Sections 2, 3, 4 and 7 of ARTICLE III of these Bylaws shall not be changed nor shall the Certificate of Incorporation of the Corporation be amended without the consent in writing of two-thirds (2/3) of the Board of Directors of the Erie County Bar Association.

ARTICLE III
Board of Directors

1. GENERAL.

The affairs of the Corporation shall be managed by its Board of Directors.

2. NUMBER.

The Directors of the Corporation, initially seven (7) in number, shall automatically expand to eleven (11) in number at the first annual meeting following the filing of the Restated Certificate of Incorporation and shall expand to thirteen (13) in number at the second annual meeting following such filing and to fifteen (15) in number at the third annual meeting following such filing. The first annual meeting shall be held approximately one (1) year after the

organization meeting following such filing. The number and manner of election of the Directors of the Corporation as prescribed by Sections 2, 3, 4 and 7 of this ARTICLE III shall not be changed without consent in writing of two-thirds (2/3) of the Board of Directors of the Erie County Bar Association.

3. QUALIFICATIONS.

Each Director shall be at least eighteen (18) years of age, and no individual shall serve as a Director of the Corporation while also serving as a Director or Officer of the Bar Association of Erie County. At all times no less than two-thirds (2/3) of the Directors of the Corporation shall be attorneys admitted to practice in the State of New York.

4. ELECTION AND TERM OF OFFICE.

The Directors named in the Restated Certificate of Incorporation as constituting the Board of Directors shall at the organization meeting following the filing of the Restated Certificate of Incorporation determine by lot which one of them shall serve for one year, which three of them shall serve for two years and which three of them shall serve for three years. At each annual meeting of Directors thereafter a number of Directors equal to that of those whose terms have expired and who are to be added as prescribed by section 2 hereof, shall be elected for the term of three (3) years and until their successors have been elected and qualified. Two (2) of such Directors elected shall be persons nominated by the then sitting Board of Directors of the Erie County Bar Association. No person nominated by the Board of Directors of the Erie County Bar Association for election to such office as Director of the Corporation shall be rejected, PROVIDED, HOWEVER, that if said Board of Directors of the Erie County Bar Association has nominated more than two (2) persons for such office, then only two (2) of those persons nominated by it need to be elected at such annual meeting. No Director shall serve more than two (2) consecutive terms of three (3) years each.

5. RESIGNATION.

- a) Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
- b) Any member of the Board of Directors unable to attend a meeting shall give notice to the President or Executive Director in advance of the meeting and state the reason for his or her absence. If the member fails to give such notice, his or her absence from the meeting shall be considered to be an unexcused absence. Three (3) unexcused absences on the part of any member during one fiscal year shall be deemed to be that member's resignation from the Board of Directors.

6. REMOVAL.

Any Director may be removed at any time for cause by a vote of a majority of the entire Board and without cause by a vote of two-thirds (2/3) of the entire Board.

7. VACANCIES.

Any vacancy occurring on the Board of Directors by reason of death, resignation, removal, refusal to serve or otherwise, shall be filled by a vote of the majority of the remaining Directors at any regular or special meeting, and the person so elected shall serve for the balance of the unexpired term of the seat which has been vacated, PROVIDED, HOWEVER, that the Directors of the Erie County Bar Association shall nominate, and the Directors of the Corporation shall elect such nominee to fill such vacancy, if the seat vacated was held by a person nominated by the Board of Directors of the Bar Association.

8. COMPENSATION.

Members of the Board shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursements of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

9. COMMITTEES OF THE BOARD.

The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing committees, each consisting of three (3) or more Directors, and such special committees as may be deemed desirable, and each of which, to the extent provided in such resolution, shall have all the authority of the Board except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law. Persons who are not members of the Board may be appointed to such special committees, provided that they are not currently Officers or Directors of the Erie County Bar Association and further provided that the decisions of such special committees shall only be advisory in nature to the Board.

ARTICLE IV
Meetings of the Board

1. REGULAR MEETINGS.

The Board shall hold regular meetings at a time and place designated by the Board, but there shall be at least one annual meeting.

2. ANNUAL MEETING.

A meeting of the Board of Directors shall be held annually for the election of officers and the transaction of other business on the third Monday in the month of May in each and every year at such time of the day and at such place as may be agreed upon.

3. SPECIAL MEETINGS.

Special meetings of the Board may be called by the President or Secretary and such call shall be issued whenever requested in writing by any two Directors.

4. NOTICE OF MEETINGS.

One day's notice shall be given of regular and special meetings of the Board. Notices of all meetings shall be either oral or written. No notice need be given to any Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

5. QUORUM.

At all meetings of the Board or any Committee thereof, a majority of the total Directors then in office or a majority of the Committee members, shall constitute a quorum for the transaction of business, provided, however, that except with respect to the filling of vacancies on the Board of Directors, no less than one-third of the entire number of Directors, or Committee members, shall constitute a quorum. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present.

6. ADJOURNMENT IF NO QUORUM.

If less than a quorum is present for any duly noticed meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time not exceeding thirty (30) days at any one time until a quorum shall be present and the business of the meeting accomplished, and of such adjourned meeting, no notice need be given.

7. VOTING.

The vote of the majority of the Directors, or Committee members, at a meeting at which a quorum is present shall be the act of the Board or the Committee, unless a vote of a greater number is required by law or by these Bylaws.

8. ACTION BY BOARD WITHOUT A MEETING.

Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all of the members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action.

9. TELEPHONIC PARTICIPATION.

Any one or more members of the Board or any Committee thereof, may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Officers

1. DESIGNATION.

All Officers of the Corporation shall be chosen from the Board of Directors. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors may determine.

2. ELECTION AND TERM OF OFFICE.

Each Officer shall be elected or appointed by the Board of Directors to hold office for such term and until his successor shall have been elected or appointed and qualified.

3. COMPENSATION.

The Officers of the Corporation shall serve without compensation.

4. PRESIDENT.

The President shall be the Chief Executive Officers of the Corporation, and it shall be his duty to preside at all meetings of the Board and to perform all other duties pertaining to the office.

5. VICE PRESIDENT.

In the absence of the President, the Vice President shall perform all of the duties appertaining to that office. In case of a vacancy in the office of President, the

Vice President shall succeed at once to the office of the President until the next election of Officers.

6. SECRETARY.

The Secretary shall keep a record of the proceedings of all meetings of the Board; he shall have custody of the records and papers of the Corporation not otherwise provided for; he shall draw orders on the Treasurer; he shall issue notices of all meetings of the Corporation; at the expiration of his term of office, he shall turn over all records and papers in his possession to his successor.

7. TREASURER.

The Treasurer shall receive all monies of the Corporation and deposit the same in such bank or banks as directed by the Board of Directors; he shall collect all contributions and keep an accurate account of all receipts and disbursements; he shall present a detailed report of the accounts of the Corporation when directed by the Board; he shall pay out all funds by order of the Board.

8. REMOVAL.

Any Officer may be removed by the Board with or without cause.

9. VACANCIES.

If the office of any Officer becomes vacant for any reason, the Board may elect or appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of his predecessor and until his successor is elected or appointed and qualified.

ARTICLE VI
Miscellaneous

1. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of June and terminate on the last day of May in each calendar year.

2. SEAL.

The seal of the Corporation shall be in the form of a circle, and shall bear the words, "Corporate Seal, New York", and the name of the Corporation and the year of incorporation.

3. INDEMNIFICATION.

The Corporation may indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a Director, Officer, or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such Director, Officer or employee is adjudged to have breached his duty to the Corporation. In no event shall indemnification include the amount paid in settling or otherwise disposing of a threatened action or a pending action, nor expenses incurred in defending a threatened action of a pending action which is settled or otherwise disposed of without court approval. The Corporation may indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including any action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any Director, Officer or employee of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his testator or intestate, was a Director, Officer, or employee of the Corporation, or served such other corporation, partnership joint venture, trust or other enterprise in any capacity, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director, Officer, or employee acted in good faith, for a purpose which he reasonably believed to be in the best interest of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful. The forgoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

4. ANNUAL REPORT TO THE ERIE COUNTY BAR ASSOCIATION.

The Corporation shall annually submit a Report of its finances and activity to the Board of Directors of the Erie County Bar Association.