

BYLAWS
OF
THE NYSACDL FOUNDATION, INC.
A New York Not-for-Profit Corporation

Adopted _____, 2011

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of The NYSACDL Foundation, Inc. (the “**Corporation**”) is located in New York County, State of New York.

Section 2. Other Offices. The Corporation may also have offices in such other places as the Board of Directors of the Corporation (the “**Board**”) may from time to time determine or the activities of the Corporation may require.

ARTICLE II

MEMBERSHIP

Section 1. Sole Member. The Corporation shall have a sole member, which shall be the New York State Association of Criminal Defense Lawyers, Inc., a New York not-for-profit corporation (the “**Member**”). The Board of Directors of the Member shall exercise the Corporation’s membership rights and obligations.

Section 2. Meetings. There shall be an annual meeting of the Member for the election of directors and the transaction of such other business as may properly come before the meeting, which shall be held on such date and at such time and place as are designated by the Member. Special meetings of the Member may be called at

any time by the Member or the President of the Corporation and shall be called by the Secretary of the Corporation upon the written request of a majority of the directors of the Corporation then in office.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The affairs and property of the Corporation shall be managed and administered by or under the direction of the Board. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these Bylaws, or the laws of the State of New York, shall be and hereby are vested in and shall be exercised by the Board.

Section 2. Number, Election, Term of Office, Removal and Resignation.

a. Number and Election. The number of directors constituting the entire Board shall be at least three (3). The number of directors in excess of the minimum requirement of three (3) may be set or changed by the Member. The directors shall be elected at the annual meeting of the Member. No decrease in the number of directors shall serve to diminish the term of any director then in office. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by the Member. The term “entire Board,” whenever used in these Bylaws, means the total number of directors, including any vacancies.

b. Term of Office. The terms of office of all directors shall be one (1) year and, in any event, each director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Each director shall be eligible for unlimited re-election.

c. Removal. Any director may be removed, with or without cause, only by the Member.

d. Resignation. Any director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation.

Section 3. Annual Meeting; Notice. The annual meeting of the Board shall be held at a date, time and place fixed by the Board. Notice of the date, time and place of the annual meeting shall be given in such form as the Board may determine.

Section 4. Regular Meetings; Notice. Regular meetings of the Board may be held without notice on such dates and at such times and places as shall be determined by the Board.

Section 5. Special Meetings; Notice. A special meeting of the Board may be called at any time by the President of the Corporation and shall be called by the Secretary of the Corporation upon the written request of a majority of the directors then in office. Written notice of the date, time, place and purpose of a special meeting shall be given to each director, either personally or by postal mail or electronic mail, at least three (3) days prior to the meeting. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called Board meeting.

Section 6. Quorum. At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business.

Section 7. Action of the Board. The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by these Bylaws or the laws of the State of New York. Any member of the Board or a committee may participate in a meeting thereof by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. Any Board or committee action may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such written consents shall be filed with the minutes of the Board or the committee.

Section 8. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the directors present may adjourn the meeting to another time and place without further notice to any absent director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Organization. At all meetings of the Board, the President of the Corporation shall preside. The Secretary of the Corporation shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 10. Annual Report. Each year at the annual meeting of the Member, the Board, pursuant to the provisions of the New York Not-for-Profit Corporation Law, shall present a report, verified by the President and Treasurer or by a majority of the

directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing:

- a. the assets and liabilities of the Corporation, including trust funds, as of the end of the fiscal year preceding the date of such meeting;
- b. the principal changes in the assets and liabilities of the Corporation, including trust funds, during such fiscal year;
- c. the revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes, during such fiscal year; and
- d. the expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year. Such report shall be filed with the records of the Corporation and either an abstract or a copy thereof entered in the minutes of the proceedings of the meeting.

Section 11. Compensation. Directors shall serve without compensation for their services as directors. Directors shall be allowed reimbursement for reasonable expenses on resolution of the Board. The Board shall have the power, in its sole discretion, to contract with any director for services rendered to the Corporation (not including services rendered in his or her capacity as director) and to pay said director compensation appropriate to the value of such services, so long as the payment is in compliance with the conflict of interest policy established by the Board.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, and such other officers with powers and

duties not inconsistent with these Bylaws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same individual, except the offices of President and Secretary. No instrument to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of Office, Removal and Resignation. The officers of the Corporation shall be elected at the annual meeting of the Board. Each officer shall be elected for a term fixed by the Board and shall serve until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Any officer may be removed, with or without cause, by a vote of a majority of the directors then in office. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation.

Section 3. Vacancies. Any vacancy in any office arising at any time from any cause may be filled for the unexpired term by a majority vote of the directors then in office.

Section 4. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board, and shall perform such other duties as the Board may assign.

Section 5. Vice-President: Powers and Duties. At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall have such

other powers as the Board may determine, and shall perform such other duties as the Board may assign.

Section 6. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall keep or cause to be kept the minutes of all the meetings of the Board. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the Board. The Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board, and shall perform such other duties as the Board may assign.

Section 7. Treasurer: Powers and Duties. The Treasurer shall be responsible for the custody of all funds, property and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate.

Whenever required by the Board, the Treasurer shall render or cause to be rendered a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit or cause to be exhibited the Corporation's books and accounts to any officer or director. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as the Board may assign.

Section 8. Compensation. Officers shall serve without compensation for their services as officers.

ARTICLE V

COMMITTEES

Section 1. Executive Committee and Other Standing Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee or one or more other standing committees, each such committee to consist of at least three (3) directors. Each member of a standing committee shall serve at the pleasure of the Board, which shall also have full discretion in determining the number of members of each standing committee. Each standing committee shall have and may exercise the powers and authority of the Board, except as prohibited by law and to the extent provided in the resolution creating the committee.

Section 2. Committees of the Corporation. The Board may, from time to time and by a majority vote of the directors then in office, appoint committees of the Corporation not having and exercising the authority of the Board. Committees of the Corporation may consist of directors and individuals who are not directors. In appointing a committee of the Corporation, the Board shall appoint the chair of the committee, shall specify the term of the committee's existence, and shall define the committee's powers and duties.

Section 3. Procedures. A majority of all of the members of any committee established by the Board shall constitute a quorum at any meeting thereof. The

procedures of any committee shall be governed by rules fixed by the Board. All committee members shall serve at the pleasure of the Board.

ARTICLE VI

INDEMNIFICATION

Section 1. In General. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, a committee member who is not a director of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2. Advancement of Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified

party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 3. Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and shall end June 30 the following year¹.

Section 2. Seal. The Board may, at its pleasure, obtain a seal for the Corporation which may be in whatever form it desires.

Section 3. Agents and Representatives. The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

Section 4. Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may

¹ Amended June 19, 2015 and approved by NYSACDL Board of Directors.

be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 4, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 5. Banks and Checks. The Board shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.

Section 6. Investments. The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem desirable.

ARTICLE VIII

AMENDMENTS

Section 1. Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended only by the Member.

Section 2. Bylaws. The Bylaws of the Corporation may be amended or repealed and any new Bylaws may be adopted only by the Member.