

## **Bylaws of LegalCORPS**

### ARTICLE I — NAME AND PURPOSE

Section 1 — Name: As set out in the Articles of Incorporation, the name of the corporation shall be LegalCORPS. It shall be a nonprofit corporation incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: In accordance with the Articles of Incorporation, LegalCORPS shall be operated exclusively for charitable and educational purposes, and to specifically undertake activities that promote community development and organizational capacity-building in Minnesota by assisting eligible nonprofit corporations and microbusinesses to obtain free legal assistance on business-related matters.

### ARTICLE II — MEMBERSHIP

There are no voting members. Management of the corporation shall at all times be under the direction of the board of directors, as required by statute.

### ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board Role, Size, and Compensation: The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to its staff, subcontractors and committees. The board shall have up to 21, but not fewer than 15 members. Board members receive no compensation but are entitled to reimbursement of reasonable expenses necessary for the conduct of the corporation's activities.

Section 2 — Composition: Representation on the board shall come from both the legal community and representatives from the client community. Representation shall be no less than 40% from one community and no more than 60% from the other. From the two segments of the client community (nonprofit and microenterprise), representation should be no less than 40% from one segment and no more than 60% from the other.

Section 3 — Terms: Approximately one-third of board member terms will expire at the end of each fiscal year. All board members shall serve three-year terms, and are eligible for re-election for up to two consecutive terms. An exception is made for founding board members (whose service began in 2004). Such board members are eligible for two three-year terms in addition to their original term, if their original term was less than three years.

Section 4 — Meetings and Notice: The board shall meet at least quarterly, at a previously agreed upon time and place. Notice of each meeting of the board for which notice is required, and of each annual meeting, stating the time and place, shall be given to all board members by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting

Section 5 — Board Elections: During the last quarter of each fiscal year of the corporation, the board shall elect board members to replace those whose terms will expire at the end of such fiscal year, unless otherwise specified by the board. This election shall take place during a regular meeting of the board, called in accordance with the provisions of these Bylaws.

Section 6 — Election Procedures: New board members shall be elected by a majority vote of the board members present at such a meeting. Board members so elected shall serve a term beginning on the first day of the next fiscal year, unless otherwise specified by the board.

Section 7 — Quorum: A quorum will consist of at least forty percent of board members for actions to be taken and motions to pass. If a quorum is present when a duly called meeting is convened, the board members present may continue to transact business until adjournment, even though the withdrawal of one or more board members leaves fewer than the number otherwise required for a quorum.

Section 8 — Voting: A majority vote of the board members present at any meeting shall be sufficient to take action on any business, unless a greater number of votes is required by law or these Bylaws.

Section 9 — Meetings Held Using Remote Communication: The annual meeting and any other meeting of the board may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporation Act.

Section 10 — Special Meetings: Special meetings of the board shall be called upon notice to the members by the president or the president's designee, or by written request delivered to an officer of the corporation signed by one-third of the board members. Notices of special meetings shall be sent out by an officer of the corporation to each board member by electronic communication or in person at least two days before the meeting, or shall be mailed to each board member at least five days before the meeting.

Section 11 — Written Action: Any action that could be taken at a meeting of the board may be taken by written action signed, or consented to by authenticated electronic communication, by members of the board. Any such action may be taken by written action signed or consented to by the number of board members required to take action as provided in Section 8 of this Article III.

Section 12 — Vacancies: Board vacancies shall be filled by a vote of the board. Persons so elected shall fill the remaining term of the person they replace. This service shall not count against term limits as specified in Article III Section 3.

Section 13 — Resignation, Termination and Absences: Resignation from the board must be in writing and submitted to an officer. A board member may be terminated from the board due to excessive absences. More than two consecutive unexcused absences from board meetings, without notice to the board, may be grounds for termination. A board member may be removed with or without cause, including for excessive absences, by a three-fourths vote of the board members in attendance at a board meeting.

## ARTICLE IV — OFFICERS

Section 1 — Officers and Duties: There shall be at least four officers of the corporation, elected by and serving at the pleasure of the board. Officers shall be elected by the board to serve for terms of one year and until their respective successors are elected. Any officer may at any time be removed by the board with or without cause. The officers of this corporation shall be president, vice president, secretary, treasurer and such other officers as the board may from time to time designate.

Section 2 — President: (a) shall convene and preside over or arrange for an officer or board member to convene and preside over each meeting of the board, (b) have general active management of the business of the corporation, (c) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws or the board to another person.

Section 3 — Vice President: shall serve in such capacities as directed by the president or the board.

Section 4 — Secretary: shall be responsible for keeping records of board actions, including overseeing the taking of minutes at board meetings, sending out regular and special meeting announcements if requested by the president or one-third of the board members pursuant to Article III, Section 10, distributing copies of minutes and agendas to each board member, and assuring that corporate records are maintained.

Section 5 — Treasurer: shall ensure that the responsibilities required by Minnesota Statutes are performed and shall assist in the preparation of the budget, help develop fundraising plans, and make appropriate financial information available to board members and the public.

Section 6 — Additional Powers: Any officer of the corporation, in addition to the powers conferred upon such officer by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the board.

Section 7 — Vacancies: Officer vacancies shall be filled by a vote of the board. Persons so elected shall fill the remaining term of the person they replace.

Section 8 — Resignation, Termination and Absences: Any officer may at any time be removed by the board with or without cause. Any officer may resign at any time by giving written notice to the president or secretary. The resignation shall be effective without acceptance when the notice is submitted to an officer, unless a later effective date is specified in the notice.

## ARTICLE V — COMMITTEES

Section 1 — Committee Formation: The board or president may create committees as deemed appropriate. The president shall appoint all committee chairs. No action of a committee will be binding upon the corporation unless expressly authorized or ratified by board resolution.

Section 2 — Executive Committee: The officers of the board and such persons as appointed by the president shall serve as the members of the executive committee. The executive committee shall have the power and authority of the board, in the intervals between meetings of the board, and subject to direction and control of the board, to the extent necessary for effective operation of the corporation except for the power to amend the Articles of Incorporation or these Bylaws.

Section 2.1 — Notice: Notice of each meeting of the executive committee for which notice is required, stating the time and place, shall be given to all executive committee members by electronic communication or in person at least two days before the meeting, or shall be mailed to each executive committee member at least five days before the meeting.

Section 2.2 — Quorum: A quorum of the executive committee will consist of at least three-fourths of the executive committee members for actions to be taken and motions to pass. If a quorum is present when a duly called meeting is convened, the executive committee members present may continue to transact business until adjournment, even though the withdrawal of one or more executive committee members leaves fewer than the number otherwise required for a quorum.

Section 2.3 — Voting: A majority vote of the executive committee members present at any meeting shall be sufficient to take action on any business, unless a greater number of votes is required by law or these Bylaws.

Section 2.4 — Written Action: Any action that could be taken at a meeting of the executive committee may be taken by written action signed, or consented to by authenticated electronic communication, by the executive committee members. Any such action may be taken by written action signed or consented to by the number of executive committee members required to take action as provided in Section 2.2 of this Article V.

Section 2.5 — Meetings Held Using Remote Communication: Any meeting of the executive committee may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporations Act.

Section 2.6 — Reports to the Board: All actions of the executive committee, taken pursuant to Article V, Section 2 above shall be reported in writing to the board at the next board meeting.

## ARTICLE VI — EXECUTIVE DIRECTOR

The executive director is selected by and serves at the pleasure of the board. The executive director has day-to-day responsibilities for the corporation, including carrying out the corporation's goals and policies. The executive director will be required to attend all board meetings, report on the progress of the corporation, answer questions of the board members, and carry out such other duties as designated by the board. The executive director will receive compensation as determined by the board.

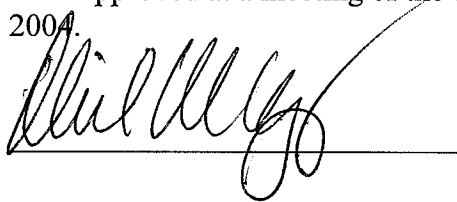
## ARTICLE VII — AMENDMENTS

These Bylaws may be amended by two-thirds majority vote of the board present at a meeting of the board. Proposed amendments must be submitted to the secretary to be sent out at least two weeks prior to action on any such amendment.

## CERTIFICATION

These Bylaws were approved at a meeting of the board by a two-thirds majority vote on December 17, 2004.

Secretary



A handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be 'Michael G. ...'.

Date: January 19, 2005