

BYLAWS OF NATIONAL LAW SCHOOL VETERANS CLINIC CONSORTIUM

ARTICLE I. OFFICES

Section 1.1. **PRINCIPAL OFFICE.** The principal office of the NATIONAL LAW SCHOOL VETERANS CLINIC CONSORTIUM (the “Corporation”) shall be located in the District of Columbia. The precise location of the principal office shall be determined by the Board of Directors from time to time. The Corporation may have such other offices, within or without the District of Columbia, as the Board of Directors determines from time to time.

Section 1.2. **REGISTERED AGENT.** The Corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office as required by the laws of the District of Columbia.

ARTICLE II. MEMBERS

Section 2.1. **MEMBERSHIP CRITERIA.** The Corporation shall initially have three classes of voting Members: Valor Members, Honor Members, and Warrior Members (together “Members”). The Corporation shall have such non-voting members as shall be determined by resolution of the Board of Directors of the Corporation. Membership is open to law school legal clinics serving veterans, law school students who participate or have participated in law school legal clinics serving veterans, including alumni of such law school programs, and individuals affiliated with such law school veterans clinics dedicated to addressing the unique legal needs of U.S. military veterans, as well as the veterans served by such individuals and clinics and other individuals interested in furthering the Corporation’s Mission.

(a) Classes of Members.

i. *Valor Members.* A Valor Member is any Law School Legal Clinic providing representational services to Veterans that has applied for and been approved for such class of Membership by the Board of Directors, has paid its annual dues in full, and agrees to undertake the responsibility of such class of Membership. Each Valor Member shall have two votes in all matters of the Corporation, and may designate up to four attorney members, one staff member, and all clinic enrolled students (while enrolled) as participants in the Corporation’s activities. The two votes can be cast by the primary membership holder, or they can be split up between the primary member and a sub-member.

ii. *Honor Members.* An Honor Member is any Law School Legal Clinic providing representational services to Veterans that has applied for and been approved for such class of Membership by the Board of Directors, has paid its annual dues in full, and agrees to undertake the responsibility of such class of Membership. Each Honor Member shall have two votes in all matters of the Corporation, and may designate up to two attorney members, one staff member, and all clinic enrolled students (while enrolled) as participants in the Corporation’s activities. The two votes can be cast by the primary membership holder, or they can be split up between the primary member and a sub-member.

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iii. *Warrior Member.* A Warrior Member is any individual clinician who is employed or otherwise engaged to provide legal services on behalf of a Law School Legal Clinic serving Veterans, who has applied for and been approved for such class of Membership by the Board of Directors, has paid such annual dues as may be required for such class of Membership in full, and agrees to undertake the responsibility of such class of Membership. Each Warrior Member shall have one vote in all matters of the Corporation.

iv. *Non-Voting Members.* The Board of Directors may provide by resolution for various types of non-voting membership in the Corporation, provided such non-voting members shall not constitute “Members” as described in the District of Columbia Non-Profit Act, and shall otherwise not be afforded such statutory rights as would otherwise be guaranteed to legal Members of the Corporation. Provided, however, that such non-voting members may constitute members for the purposes of any membership organization criteria promulgated by the United States Department of Veterans Affairs.

(b) Admission of Members. Membership in the Corporation shall be open to any entity or individual meeting the membership criteria, and which in the opinion of the Board of Directors, or Executive Committee as indicated herein, is of good repute and whose interests align with the purpose of the Corporation. The Board of Directors shall have the right, in its sole discretion, to establish additional criteria or procedures for admission as a Member.

Section 2.2 **DUES AND FEES.** Dues, fees, and any other charges for Members shall be established from time to time by resolution of the Board of Directors. Such dues may not be required for some classes of Members, and shall be commensurate with the rights and obligations of such Members.

Section 2.3. **RIGHTS AND BENEFITS.**

(a) Voting. Valor, Honor, and Warrior Members (the “Voting Members”) shall be entitled to vote on all matters raised at meetings of the Members of the Corporation. Valor and Honor Members shall each exercise two votes in such matters, whereas individual Warrior Members shall each exercise a single vote.

(b) Other. Members shall be accorded such additional benefits as may be authorized by resolution of the Board of Directors, or as otherwise indicated herein. No Member shall use or refer to the Corporation’s name or logo, its Membership status, or any Corporation advertising or promotional material for any commercial use or purpose without the prior approval of the Board of Directors, other than to promote their membership status. No Member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such property or assets be distributed to any member on the dissolution of the Corporation. Membership in the Corporation is not transferable or assignable.

Section 2.4. **TERM OF MEMBERSHIP.** The Board of Directors shall determine, in its sole discretion, what action to take (including termination of Membership) in the event any Member (or any non-voting member) ceases to meet the criteria for Membership set forth in Section 2.1 or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the Corporation. Any Member that the Board of Directors deems, by a majority vote, to have defaulted on any obligation to the Corporation shall forfeit its Membership

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and all prior payments made to the Corporation. Membership in the Corporation shall also terminate when the Member files a written letter of resignation with the Corporation, which shall be provided to the Officers of the Corporation. A terminating Member shall forfeit all prior payments made to the Corporation. Termination of Membership shall not relieve a Member from the obligation of paying dues and/or other assessments that are owed by the Member as of the date of termination.

Section 2.5. **DESIGNATED REPRESENTATIVE.** Each Valor and Honor Member shall designate in a writing signed by a person authorized to do so by such Member, a Designated Representative who shall be an individual employed or engaged by the Member. The Designated Representative shall have full authority to represent such Member in all Corporation matters. The term of a Member's Designated Representative shall automatically terminate if and when such individual ceases to be employed or engaged by such Member, such individual's connection with, or authority to represent the Member is otherwise ended, or the Member with which such person is employed or engaged ceases to be a Member of the Corporation.

Section 2.6. **ANNUAL MEETINGS.** (a) Annual meetings of the Voting Members of the Corporation shall be held at such time and place as fixed in advance by the Board of Directors for the purpose of appointing directors and transacting any other business that may properly come before the Members.

(b) Written notice of each annual meeting shall fix the time and place of the meeting and, if deemed appropriate by the Board of Directors, the purpose or purposes thereof, shall be given to each Voting Member, in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual meeting of the Voting Members.

Section 2.7. **SPECIAL MEETINGS.** Special meetings of the Voting Members may be called by (a) the Board of Directors, (b) by the Chair of the Corporation individually or, at the written request of (i) at least 25% of all Voting Members, or (ii) the Secretary of the Corporation. Written notice of each special meeting shall fix the time and place of the meeting and the purpose or purposes thereof, shall be given to each Member, in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place and any notice of purpose of any special meeting of the Voting Members.

Section 2.8. **QUORUM; VOTING; PROXIES.** At all meetings of the Voting Members, a majority of the Voting Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Voting Member has one or two votes, depending on membership class. See Section 2.1. A vote of the majority of Members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the Members, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. Members may vote by proxy executed in writing by such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member who executed it, except as otherwise provided by statute. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the Voting Members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

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Section 2.9. **PRESIDING OFFICER AND SECRETARY.** At any meeting of the Voting Members, if neither the Chair nor the person designated by the Board of Directors to preside at that meeting shall be present, the Members present shall appoint a presiding officer for such meeting. If the person designated by the Board of Directors to act as Secretary at that meeting is not present, the Voting Members present shall appoint a Secretary for such meeting.

Section 2.10. **ELECTRONIC MEETING.** Annual and special meetings of the Voting Members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Participation by such means shall constitute presence in person at a meeting.

Section 2.11. **ACTION BY UNANIMOUS WRITTEN CONSENT.** Any action required or permitted to be taken by the Voting Members may be taken without a meeting if all Voting Members consent thereto in writing and/or by electronic mail. The written consents and/or copies of electronic mail consenting to each such action shall be filed with the minutes of the proceedings of the Voting Members.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. **FUNCTION.** The Board of Directors will manage the business and affairs of the Corporation in accordance with the provisions of the District of Columbia Nonprofit Act of 2010 (the “Act”), the Articles of Incorporation, and these Bylaws, except as such powers are otherwise provided to the Executive Committee designated herein.

Section 3.2. **QUALIFICATION.** Directors must be natural persons who are 18 years of age or older but need not be residents of the District of Columbia.

Section 3.3. **COMPENSATION.** The Directors of the Corporation shall not be compensated for services rendered to the Corporation either as directors or as members of any committee of directors, except that a director shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 3.4. **NUMBER.** The number of directors of the Corporation shall consist of not fewer than three (3) directors. The precise number of directors shall be designated from time to time by resolution of the Board of Directors. Unless one or more directors are removed by the Board of Directors, a decrease in the number of directors will not shorten the current term of any incumbent directors. For the 2018 election and thereafter, the number of Board Directors will be increased to six members. Specific to the 2018 election and in order to create a rotating election process for the Board, staggering terms of service will be assigned in groups of two Board Directors for one-year, two-year, and three-year terms, as shall be determined by the Board. After this determination is made, every Board Director elected in the future will serve for a term of three years. These Board Directors may be re-elected and serve consecutive terms.

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Section 3.5. COMPOSITION, APPOINTMENT, ELECTION AND TERM.

(a) **Initial Board.** Each person named in the Articles of Incorporation as a member of the Board of Directors shall hold office until the organizational meeting of the Board of Directors and until such person's successor is elected and qualified or until his or her earlier death, resignation, or removal from office.

(b) **Annual Appointment of Board.** The Voting Members shall vote annual to elect the Board of Directors from amongst those individuals nominated to serve by the Voting and nonvoting members of the Corporation. A Director may succeed himself or herself for any number of consecutive terms.

(c) **Election of Chair of Board.** The Board may elect a Chair, and if one is elected, the Chair will preside at all meetings of the Directors and will have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.6. QUORUM AND VOTING. A majority of the number of directors prescribed by these Bylaws constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the Board of Directors.

Section 3.7. REMOVAL, RESIGNATION AND VACANCIES.

(a) **Removal.** An individual director may be removed, with or without cause, by a positive vote of no less than 2/3 of the Members of the Board of Directors, or by a majority vote of the Voting Members. The notice of any special meeting at which a vote will be taken to remove a director will state that the purpose or one of the purposes of the meeting is the removal of a director or directors. In the event that the entire Board or any one or more directors is removed, new directors may be designated by Board, if a quorum remains, at the same meeting, or subsequently by a vote of the Members. Removal of a director shall be without prejudice to any contract rights of the person removed. The mere appointment of any person as a director of the Corporation does not create any contract rights.

(b) **Resignation.** A director may resign at any time by delivering a signed notice in the form of a record to the Chair or to an executive officer or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. A Voting Member may resign on behalf of their Designated Representative.

(c) **Method of Filling Vacancies.** A vacancy occurring in the Board of Directors due to resignation or removal of a Member shall not be filled, and the Board of Directors shall be reduced in number as a result, until the next annual or Special meeting of the Voting Members.

Section 3.8. EXECUTIVE COMMITTEE & COMMITTEES OF DIRECTORS.

(a) **Creation; Applicable Requirements.**

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i. **Executive Committee.** There shall be an Executive Committee consisting of the Officers of the Corporation. The Executive Committee shall constitute a Designated Body pursuant to Section 29-406.12 of the Act, and may independently exercise such powers of the Board of Directors as indicated herein, subject to the same limitations, voting requirements, and notice requirements applicable to the Board of Directors (as indicated in the Act).

ii. **Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees, each of which, to the extent provided in the resolution, has and may exercise all the authority of the Board of Directors, except as limited by the laws of the District of Columbia. All requirements applying to the Board of Directors regarding meetings, notice, waiver of notice, quorum and voting apply to committees and their members as well.

(b) **Number of Members; Designation of Alternates.** The Executive Committee shall consist of such Officers of the Corporation as may have been elected at a given time. Each additional committee will have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

(c) **Director's Duty Remains.** Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any director not a member of such committee with such director's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.9. **COMMITTEES.** The Board of Directors may designate additional Committees of Board (within the meaning of Section 29-406.25(a) through (g) of the Act), Designated Bodies (within the meaning of Section 29-401.02(8) of the Act), and/or Advisory Committees (within the meaning of Section 29-406.25(h) of the Act); provided, however, that a Designated Body may only be created through an amendment of these Bylaws expressly delegating one or more powers or functions of the Board to such Designated Body (as required by Section 29-406.12 of the Act), except as to the Executive Committee. The purposes and composition of each Advisory Committee shall be provided by a resolution duly adopted by the Board of Directors. The members of such an Advisory Committee need not be members of the Board of Directors. In the event of the establishment of an Advisory Committee, the Advisory Committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. The Advisory Committee shall not exercise any of the powers of the Board of Directors. Upon completion of the task for which appointed, such Advisory Committee shall stand discharged.

Section 3.10. **TIME AND PLACE OF ANNUAL, REGULAR AND SPECIAL MEETINGS.** An annual meeting of the Board of Directors will be held each year at such time and place as the Board of Directors may fix by resolution. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than that resolution. Special meetings may be held at such times as called by the Chair of the

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Board, the President of the Corporation or any two directors. Meetings of the Board of Directors may be held either within or outside of the District of Columbia.

Section 3.11. **PRESUMPTION OF ASSENT.** A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting. The secretary of the meeting shall record each abstention in the minutes of the meeting.

Section 3.12. **ELECTRONIC MEETING.** Members of the Board of Directors may participate in a meeting of the Board by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Participation by such means shall constitute presence in person at a meeting.

Section 3.13. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of Directors (including the Executive Committee) may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings. All directors need not sign the same document and facsimile signatures shall be deemed originals. Such written consents will have the same effect as a unanimous meeting vote.

Section 3.14. **DUTIES OF DIRECTORS.** Each director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IV. OFFICERS

Section 4.1. **OFFICERS.** The officers of the Corporation will consist of a President, a Secretary, and a Treasurer (together the "Primary Officers"), and may include one or more Vice Presidents, one or more assistant Secretaries, and one or more assistant Treasurers. The Primary Officers shall be elected by the Board of Directors by the Voting Members from amongst individuals nominated for such positions by the Voting and/or non-voting Members. The officers will be elected (or appointed) initially by the Board of Directors at the organizational meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors or at any special meeting called for such purpose. The Board from time to time may elect or appoint other officers and assistant officers who will have the authority and perform the duties prescribed by the Board. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may not simultaneously hold any two or more offices. The failure to elect (or appoint) a President, Secretary, or Treasurer shall not affect the existence of the Corporation.

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Section 4.2. **DUTIES.** The following officers of this Corporation will have the following duties:

(a) **President.** The President will be the chief executive officer of the Corporation, will have general and active management of the business and affairs of the Corporation, subject to the directions of the Board of Directors, shall oversee the day-to-day activities of the Corporation, and may sign bonds, deeds and contracts for the Corporation. The President shall be responsible for the timely presentation to the Board of Directors of an annual program plan and for the development of a proposed budget in accordance with parameters established by the Board of Directors or any committee thereof. The President shall report at each meeting of the Board of Directors on developments within the Corporation and related matters. The President shall be responsible for the hiring, tenure, and salaries of all other employees of the Corporation. In the absence of a Chair of the Board of Directors, the President will preside at all meetings of the Board of Directors. A President may serve concurrently as Chair of the Board of Directors.

(b) **Vice President.** Each Vice President, if one or more is elected, will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President or Vice Presidents will succeed to the President's power and duties in the order designated by the Board of Directors.

(c) **Secretary.** The Secretary shall (1) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose, (2) see that all notices are duly given according to the relevant provisions of these Bylaws or as required by law, (3) maintain custody of the corporate records and seal, attest the signatures of officers who execute documents on behalf of the Corporation, and affix the seal to all documents that are executed on behalf of the Corporation under its seal, and (4) in general perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors from time to time prescribes.

(d) **Treasurer.** The Treasurer will (1) have charge and custody of and be responsible for all funds and securities of the Corporation, (2) keep full and accurate accounts of receipts and disbursements, (3) receive and give receipts for monies due and payable to the Corporation, and deposit monies in the name of the Corporation in the depositaries designated by the Board of Directors, and (4) in general perform all the duties incident to the office of Treasurer and such other duties as may, from time to time, be prescribed by the Board of Directors or the President. Unless by resolution the Board of Directors determines otherwise, all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the Corporation's name shall be signed by the Treasurer or an assistant treasurer and countersigned by the President. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

Section 4.3. **REMOVAL, RESIGNATION AND VACANCIES.**

(a) **Removal.** Any officer elected or appointed by the Board of Directors and any assistant officer appointed by another officer may be removed by the Board at any time, with or without cause, by a majority vote of the Board of Directors. Removal shall be without prejudice

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to any contract rights of the person removed. The mere appointment of any person as an officer, agent, or employee of the Corporation does not create any contract rights.

(b) **Resignation.** An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

(c) **Method of Filling Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired term of such office.

Section 4.4. **COMPENSATION.** The Board of Directors from time to time will fix the salaries of the officers. The President has the authority to fix the salaries of all employees of the Corporation other than officers elected or appointed by the Board of Directors.

ARTICLE V. NOTICES AND WAIVERS OF NOTICE

Section 5.1. **DELIVERY OF NOTICES.** Notices to directors and Members shall be in writing and may be delivered personally, by mail or by any other method permitted under the Act. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the directors and Members at their respective addresses appearing on the books of the Corporation, unless any such director or Member shall have filed with the Corporation a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request. Notice to directors and Members may also be given by facsimile, electronic mail, or by leaving the notice at the residence or usual place of business of the director or Member.

Section 5.2. **WAIVER OF NOTICE.** Whenever notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or, in the case of any waiver of notice of any meeting of directors or Members, signed by the proxy for a person entitled to notice thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at any meeting of the Board of Directors, or any meeting of the Members as the case may be, shall constitute a waiver of notice of such meeting, except where the person is attending for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Except as expressly set forth herein or as required by the Act, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors, or any annual or special meeting of the Members need be specified in any written waiver of notice.

ARTICLE VI. INDEMNIFICATION

Section 6.1. **POWER TO INDEMNIFY.** (a) the Corporation shall have the power to indemnify any person who was or is a director or officer of the Corporation or member of any Committee of the Board, Designated Body, or Advisory Committee and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, or

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member of any Committee of the Board, Designated Body, or Advisory Committee against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted (i) in good faith, and (ii) (x) in the case of conduct in an official capacity, in a manner he or she reasonably believed to be in the best interests of the Corporation, (y) in all other cases, in a manner he or she reasonably believed to be not opposed to the best interests of the Corporation, and (z) with respect to any criminal action or proceeding, had no reason to believe his or her conduct was unlawful.

(b) Unless ordered by a court of law, Section 6.1(a) shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable (i) on the basis that the director or officer received a financial benefit to which he or she was not entitled, whether or not involving action in his or her official capacity, or (ii) for negligence or misconduct in the performance of duty. Section 6.1(a) shall also not apply to any other matter as to which indemnification of a director or officer is prohibited by Section 29-406.51(d)(1) or Section 29406.56(a)(2)(A) of the Act, unless ordered by a court of law. Section 6.1(a) shall further not apply to indemnification of an officer who is not a director for any liability arising out of conduct that constitutes (i) an intentional infliction of harm on the Corporation or its members, or (ii) an intentional violation of criminal law.

Section 6.2. **MANDATORY INDEMNIFICATION.** To the extent that any person specified in Section 6.1 of this Article has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.3. **DETERMINATION OF INDEMNIFICATION.** Any indemnification under Section 6.1 of this Article (and, as to which, Section 6.2 of this Article is not applicable) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the appropriate person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1(a) of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of voting directors who were not parties to such action, suit or proceeding and who have no familial, financial, professional or employment relationship with the person seeking indemnification that could reasonably be expected to influence the director's judgment, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested voting directors so directs, by independent legal counsel in a written opinion. For the determination to be made by the Board of Directors, there must be at least two (2) voting directors who satisfy the requirements to be disinterested specified in clause (a) of the preceding sentence.

Section 6.4. **ADVANCING OF EXPENSES.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (a) an affirmation in an appropriate form of the good faith belief of the director, officer, or member of a Committee of the Board, Designated Body, or Advisory Committee that he or she has met the relevant standard of conduct described in Section 6.1(a)

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above, and (b) an undertaking by or on behalf of the director, officer, or member of a Committee of the Board, Designated Body, or Advisory Committee to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Article VI. An authorization to advance expenses pursuant to this Section 6.4 shall be made in the same manner as a determination to indemnify is to be made pursuant to Section 6.3 of this Article.

Section 6.5. **OTHER INDEMNIFICATION RIGHTS PRESERVED.** To the fullest extent permitted by the Act, the indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law or under any bylaw, agreement, or vote of disinterested directors.

Section 6.6. **CONTINUATION OF INDEMNIFICATION RIGHTS.** The rights to indemnification provided by this Article VI shall continue as to a person who has ceased to be a director, officer, or member of a Committee of the Board, Designated Body, or Advisory Committee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.7. **INSURANCE.** The Corporation will purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation or a member of a Committee of the Board, Designated Body, or Advisory Committee, or who is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify him or her against such liability, or advance expenses to him or her, under the provisions of this Article VI.

The Corporation shall at all times maintain insurance coverage in form and amount sufficient to satisfy the requirements of Section 29-406.90(c) of the Act, as it may be amended from time to time, so as to assure that volunteers of the Corporation shall be immune from civil liability to the full extent provided by Section 29-406.90(b) of the Act.

ARTICLE VII. CONFLICTS OF INTEREST

(a) No contract or other transaction between the Corporation and one or more of its directors or officers or members of any Committee of the Board or Designated Body, or any other corporation, firm, association, or entity in which one or more of its directors or officers or member of any Committee of the Board or Designated Body are financially interested will be either void or voidable because of such relationship or interest:

(1)(i) when such director or officer or member of any Committee of the Board or Designated Body is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction and such authorization, approval, or ratification is by a vote or consent sufficient for the purpose counting only the votes or consents of the disinterested voting directors but including the interested directors as present, all in the manner provided by law, or

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(ii) when such director or officer or member of any Committee of the Board or Designated Body is not present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction and such authorization, approval, or ratification is by an affirmative vote or consent of the majority of the voting directors present, all of whom are disinterested directors, all in the manner provided by law; or

(2) if the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or a committee.

(b) The Corporation was organized, and will operate, to serve the purposes stated in the Corporation's Articles of Incorporation and not to benefit any of its directors or officers or members of any Committee of the Board or Designated Body. Any benefit obtained by any such director or officer or member of any Committee of the Board or Designated Body from the Corporation's activities shall be merely tenuous and incidental to the purposes served by the Corporation.

ARTICLE VIII. BOOKS AND RECORDS

The Corporation will keep correct and complete books and records of accounts and minutes of the proceedings of the Board of Directors and committees of directors; accurate accounting records. The Corporation's books, records, and minutes may be written or kept in any other form capable of being converted into writing within a reasonable time. The Corporation shall keep its books and records at such place or places as may be designated from time to time by the Board of Directors, either within or outside of the District of Columbia.

ARTICLE IX. AMENDMENTS

Section 9.1. **AMENDMENTS TO BYLAWS.** These Bylaws may be amended, modified, altered, or repealed and new or additional Bylaws adopted, in writing, by a majority vote of the members of the Board of Directors present at any regular meeting thereof or at a special meeting called for that purpose. Any amendment, repeal or addition will be approved in writing and attached to these Bylaws.

Section 9.2. **AMENDMENTS TO ARTICLES OF INCORPORATION.** Amendments to the Articles of Incorporation may be proposed by affirmative vote of a majority of the members of the Board of Directors present at any regular meeting thereof or at a special meeting called for that purpose. Proposed amendments shall be submitted to the members entitled to vote for their approval. The Board of Directors shall transmit to the members a recommendation that the members approve the amendment, unless the Board of Directors makes a determination that because of conflicts of interest or other special circumstances, it should not make such a recommendation, in which case the Board of Directors must transmit to the members the basis for that determination. The Board of Directors may condition its submission of the amendment to the members on any basis.

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ARTICLE X. MISCELLANEOUS

Section 10.1. **RESERVES.** The Board of Directors may cause to be set aside, out of any funds or other property or assets of the Corporation, such sum or sums as the Board of Directors, in its absolute discretion, may consider to be proper as reserves to meet contingencies, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board of Directors may deem conducive to the interest of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

Section 10.2. **CHECKS, NOTES, ETC.** All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.3. **CORPORATE SEAL.** The Board of Directors may adopt a corporate seal which has the name of the Corporation inscribed thereon, and such seal may be a facsimile, engraved, printed, or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Corporation.

Section 10.4. **FISCAL YEAR.** The fiscal year of the Corporation shall be established by resolution of the Board of Directors.