

**BYLAWS
of the
NEW HAVEN COUNTY BAR FOUNDATION, INC.**

ARTICLE I NAME AND PURPOSE

Section 1.1 Name

The name of the corporation shall be the NEW HAVEN COUNTY BAR FOUNDATION, INC.

Section 1.2 Purpose

The purpose of the corporation shall be as follows:

- a. To maintain the honor and dignity of the profession of the law;
- b. To promote legal science and the administration of justice;
- c. To promote the efficiency and integrity of the judicial process;
- d. To establish and/or provide for organized entities or facilities for the furnishing of legal services to all citizens;
- e. To apply its knowledge and experience in the field of law to the promotion of the public good; and
- f. To support charitable programs that assist the needy.

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II BOARD OF DIRECTORS

Section 2.1 Number/composition

The affairs and business of the corporation shall be managed by a Board of Directors.

The Board of Directors shall consist of not less than seven, nor more than fifteen Directors. The current President of the New Haven County Bar Association and the Immediate Past President of the New Haven County Bar Association shall be ex-officio voting members of the Board of Directors of the New Haven County Bar Foundation,

Inc. These members shall serve terms concurrent with their positions in the Bar Association. The remaining directors shall be elected at the Annual Meeting of the Board. No more than three members may be elected from the New Haven community at large. The remaining directors shall be members in good standing in the New Haven County Bar Association.

Section 2.2 Term of Office

The term of office of each of the directors shall be for three years or until his/her successor is duly elected. No member of the Board of Directors may serve more than three successive terms.

Section 2.3 Vacancies

Vacancies in the Board of Directors may be filled at any regular meeting of the Board of Directors by a majority vote of the Directors present and voting. A member elected to fill a vacancy may serve until the next Annual Meeting at which time the member may be elected for the remainder of the unexpired term. A member who serves two years of an unexpired term shall be considered to have served a full term.

Section 2.4 Duties of Directors

The Board of Directors shall have the control and general management of the property, funds, affairs and business of the corporation.

Section 2.5 Reliance

A director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by officers, directors or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented, or by legal counsel, public accountants or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence.

Section 2.6 Compensation

No Director shall receive any salary or compensation except for reimbursement of reasonable expenses.

Section 2.7 Removal of Directors

The Board of Directors may remove a member of the board by a majority vote of the remaining directors. Any director who is to be removed shall be notified in writing at least 14 days prior to the board's meeting at which action is to be taken.

ARTICLE III ADVISORY BOARD

There shall be an Advisory Board appointed by the Board of Directors who shall not have a vote on the board. Advisory Board members may serve as voting members on a committee. Advisory Board members may be elected from the New Haven community at large.

ARTICLE IV MEETINGS

Section 4.1 Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly and at such other times as the Board of Directors may determine. Meetings may be held, or participation in such meetings can be, in person, by conference call and/or by e-mail.

Section 4.2 Annual Meeting

The Annual Meeting of the Board of Directors shall be held during the month of November each year.

Section 4.3 Special Meetings

Special meetings of the Board of Directors may be called the President at any time and shall be called by the President or Secretary at the request of a majority of the Board of Directors.

Section 4.4 Notice

Notice of regular and special meetings shall be given to each Director by the Secretary by mail or by telephone or by e-mail or by facsimile transmission not less than five (5) business days prior to the date fixed for such meeting.

Section 4.5 Waiver of Notice

A Director may waive any notice required in the articles of incorporation or the bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him/her of the meeting unless the Director at the beginning of the meeting or promptly upon his/her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE V QUORUM AND VOTING

Section 5.1 Quorum

At any meeting of the Board of Directors, 50% of the members of the Board shall constitute a quorum for the transaction of business; in the event a quorum is not present a less number may adjourn the meeting to some future time, not more than five (5) days later. The act of a majority of the directors at a meeting at which there is a quorum shall be the act of the Board of Directors.

Section 5.2 Voting

Each director shall have one vote at all meetings of the Board of Directors.

Section 5.3 Unanimous Consent

In lieu of any regular or special meeting and vote of the Board of Directors, the unanimous written consent of all Directors may be filed with the Secretary with respect to any action taken or to be taken by the Directors, and said consents, shall when filed, have the same force and effect as a unanimous vote of the Directors.

ARTICLE VI OFFICERS

Section 6.1 Personnel

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as are designated from time to time by the directors at any regular, annual or special meeting. Any two offices may be held by the same person except that of the President.

Section 6.2 Election and Term

Officers shall be elected by and from the Board of Directors for a term of one year or until their duly elected successors assume office. Officers shall be elected at the November meeting of the Board of Directors and shall take office immediately after the Annual Meeting. An Officer may serve no more than three years in any given office.

Section 6.3 President

The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board of Directors from time to time. The President shall be a member of all committees except the Nominating Committee and the Audit Committee. The President shall not be the current president of the New Haven County Bar Association.

Section 6.4 Vice President

The Vice President shall have such powers and duties as generally pertain to the office of Vice President and as the Board of Directors or President shall from time to time prescribe and, in general, to assist the President in the operation of the Corporation and to act as President in the President's absence.

Section 6.5 Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall give and serve notices of the Corporation, including notices of meetings. The Secretary shall be custodian of the records and perform all the duties incident to the office of Secretary.

Section 6.6 Treasurer

The Treasurer shall have the responsibility of the overall care of the funds of the Corporation. The Treasurer shall have the custody of and be responsible for the funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies, safe deposit vaults or in any other place the Board of Directors may designate.

In the absence of a resolution of the Board of Directors to the contrary, he/she shall sign, make and endorse in the name of the Corporation all checks, drafts, notes and other evidence of debt.

The Treasurer shall exhibit at all reasonable times the books and accounts to any Director of the Corporation upon application. The Treasurer shall render a statement of the condition of the finances of the Corporation at the Annual Meeting of the Directors and at such regular meetings of directors and at such times as shall be required and shall perform all duties incident to the Office of the Treasurer.

Section 6.7 Vacancies

Vacancies in any office shall be filled by the Board of Directors with out undue delay, at any regular meeting, or meeting specially called for that purpose.

Section 6.8 Compensation.

No officer shall receive any salary or compensation.

Section 6.9 Removal from Office

The Board of Directors may remove any officer by a majority vote, at any time, with or without cause.

ARTICLE VII COMMITTEES

There shall be an Executive Committee, a Nominating Committee, an Audit Committee, and other such committees as the Board of Directors may deem appropriate.

Section 7.1 Executive Committee

The Executive Committee shall consist of the Officers of the Board of Directors and the Executive Director of the New Haven County Bar Foundation, Inc. The Executive Director shall be ex officio. They shall have the power of the Board of Directors to act on urgent matters between meetings of the Board of Directors. However, such matters must be ratified at the next regularly scheduled meeting.

Section 7.2 Nominating Committee

The Nominating Committee shall consist of three people who shall be appointed by the President for the purpose of preparing a single slate of candidates for each officer position, members of the Board of Directors and the Audit Committee to be elected at the Annual Meeting.

Section 7.3 Audit Committee

There shall be an Audit Committee whose function shall be to cause the financial books and records of the Corporation to be reviewed by a Certified Public Accountant, to review the report with the Accountant, President and Treasurer, and to report to the Board of Directors. The Committee shall be composed of three members of the Board of Directors elected at the Annual Meeting for a term of one year. No member of the Board may serve more than two successive years on the Audit Committee.

ARTICLE VIII Conflicts of Interest

Section 8.1 Approval of Conflict of Interest Transaction

A transaction between the Corporation and any other corporation, partnership, natural person, or other entity of which any Director or Officer of the Corporation is a Director or Officer or has any direct or indirect financial interest shall be valid if approved as follows:

- a. the material facts of the proposed transaction and the Director's or Officer's interest is disclosed to the Board before the transaction is authorized, approved or ratified.
- b. the interested Director or Officer discloses any information held by him or her concerning possible alternatives to the proposed transaction; and

- c. the proposed transaction is approved, affirmed, or ratified by affirmative vote of a majority of the disinterested Directors in attendance and voting.

ARTICLE IX DISSOLUTION

Upon dissolution of the Corporation, the assets remaining after payment of all liabilities shall be distributed to charitable, educational and/or scientific organizations exempt under Section 501 (c) (3) of the Internal Revenue Code as amended from time to time, in such proportions and amounts as the Board of Directors shall determine.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify all Directors, Officers, employees and agents of the corporation against liability in the event they are made a party to any proceeding because of their capacity on behalf of the corporation, and shall advance expenses in connection with such proceedings, all to the full extent not otherwise provided by applicable insurance coverage.

ARTICLE XI AMENDMENTS TO THE BYLAWS

These bylaws may be amended by a majority vote of the Board of Directors present at any meeting of the Corporation, provided that written notice of the intent to amend specified provisions and the nature of the proposed amendment has been given to the Directors as appropriate, at least two weeks prior to the date of the meeting.

ARTICLE XII MISCELLANEOUS

Section 12.1 Policies and Guidelines

The Board of Directors may adopt such policies and guidelines as are necessary to carry out its responsibilities. Such policies may include, but are not limited to, employment practices, standards of conduct, or public relations matters.

Section 12.2 Bonding of Officers and Employees

The Treasurer and other officers and employees who handle funds for the corporation shall be bonded at the expense of the corporation in such amounts as are determined by the Board of Directors.

Section 12.3 Fiscal Year

The Fiscal Year of the Corporation shall be October 1 through September 30.

Adopted by the NHCBF Board of Directors
at its meeting on April 26, 2004.
Amended June 8, 2004.