

**BYLAWS
OF
BIRMINGHAM VOLUNTEER LAWYERS PROGRAM, INC.
("Corporation")**

**ARTICLE I
OFFICERS**

Section 1.1 REGISTERED OFFICE. The registered office shall be established and maintained in the City of Birmingham, County of Jefferson, State of Alabama.

Section 1.2 OTHER OFFICES. The Corporation may have other offices, either within or outside of said State, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

**ARTICLE II
MEMBERS**

Section 2.1 MEMBERS. The Corporation shall have no members.

**ARTICLE III
DIRECTORS**

Section 3.1 NUMBER AND CLASS. Except as may otherwise be provided by law or in the Articles of Incorporation, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors (sometimes herein the "Board").

Directors shall be residents of the State of Alabama.

The number of directors shall not exceed eighteen (18), divided equally into three (3) groups with the only difference among the groups being the times of expiration of the respective three-year terms of office.

The number of ex-officio directors shall not exceed fifteen (15). Ex-officio directors are not voting members of the Board and will not have required attendance at the Board meetings.

Section 3.2 TERM OF OFFICE, QUALIFICATION AND APPOINTMENT OF. Directors shall be recommended to the Board during a fourth quarter board meeting by the Governance Committee. New directors shall be approved by a majority vote. Upon approval, all nominated Directors shall review and sign a Board Pledge, which may include an attendance policy, prior to assuming the position. A director shall not serve more than two consecutive terms.

Section 3.3 OFFICES. During a fourth quarter board Meeting, the Board shall elect a President, Vice President, Secretary, and Treasurer for the following year. Terms of officers shall be one (1) year. Additionally, the Board will appoint Committee chairs of the Governance, Audit, and Development committees at that meeting or as soon as possible at the next preceding meeting. The chairs of the two other standing committees of the Board are appointed by virtue of their position. The chair of the

Executive Committee is the Board President and the chair of the Finance Committee is the Board Treasurer.

Section 3.4 RESIGNATIONS. Any director or member of a committee may resign at any time. The unexcused absence of a director at more than two meetings in a calendar year may constitute immediate resignation from the Board per the recommendation of the Governance Committee.

Section 3.5 REMOVALS. A director may be removed, with or without cause, by majority vote of the Board.

Section 3.6 VACANCIES. Any vacancy shall be filled by recommendation of the Governance Committee and a majority vote of the Board.

Section 3.7 POWERS. The Board shall exercise all of the powers of the Corporation, except as expressly provided herein, in the Articles of Incorporation, or by law in order to maintain non-profit Section 501(c)(3) status.

Section 3.8 COMMITTEES. In accordance with Article V herein, the Board may, by resolution or resolutions passed by a majority of the Board, designate from among its members one or more committees.

Section 3.9 PLACE AND NOTICE OF DIRECTORS' MEETING. There shall be at least one (1) meeting of the Board annually. Regular meetings of the Board or any committee may be held with or without notice, at such places and times as shall be determined from time to time by resolution of the Board. Meetings of committees shall be set by the applicable committee members.

Special meetings of the Board or any committee designated thereby may, and, on the written request of any two directors, shall, be called by the President on at least five (5) days' notice to each director, and shall be held at such place or places and at such time or times as may be determined by the directors or as shall be stated in the call of the meeting.

Such notice or call of a special meeting of the Board shall contain a statement of business to be transacted at, or the purpose of, such special meeting. If the President and Secretary refuse or fail to give notice of any such meeting on the written request of any director, the notice of the same may be given by such director.

If mailed or emailed, notice of any meeting of the directors shall be deemed to have been given when deposited in the United States mail, addressed to the director at his or her address last known to the Corporation, with postage thereon prepaid, or by email as designated by each Board member.

Section 3.10 QUORUM OF DIRECTORS. One-third (1/3) of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the Articles of Incorporation, by these Bylaws or by the Alabama Nonprofit Corporation Act.

If a quorum is present when any meeting of the Board is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above until adjournment, notwithstanding the withdrawal of enough directors to leave less

than a quorum as fixed above, or the refusal of any directors present to vote.

Notwithstanding the immediately preceding paragraph, if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 3.11 ATTENDANCE OF A DIRECTOR AT A MEETING. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board, or any committee designated thereby, need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws.

Section 3.12 ACTION WITHOUT MEETING. Any action required to be taken at any meeting of the Board, or any action which may be taken at a meeting of the Board or of a committee, may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Said writing may be by electronic mail or other electronic means. Such consent shall have the same effect as a unanimous vote and shall be filed with the minutes of proceedings of the Board or committee.

ARTICLE IV OFFICERS

Section 4.1 OFFICERS. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, plus such other officers and assistant officers as may be requested and approved by a majority of the Board.

Section 4.2 PRESIDENT. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall preside at all meetings of the Board and shall have general supervision, direction and control of the business and activities of the Corporation. Except as the Board shall authorize the execution thereof in some other manner, he or she shall execute bonds, mortgages and other contracts on behalf of the Corporation.

Section 4.3 VICE PRESIDENT AND VICE PRESIDENTS. Except where prohibited by law, the Vice President, in the absence, unavailability or inability of the President to act, shall have all the power of the President and shall exercise the functions and discharge all the duties of the President during such absence.

Section 4.4 TREASURER. The Treasurer shall provide financial oversight of the organization by attending all board meetings, serving as the chair of the finance committee, reviewing the monthly financials and providing the financials to the Finance Committee for review, and presenting the annual budget to the Board for approval.

Section 4.5 SECRETARY. The Secretary shall serve as a liaison to the Birmingham Bar Association and Birmingham Bar Foundation to provide support of events benefitting the Corporation and shall assist with event planning for the Corporation, convening ad hoc committees as needed.

Section 4.6 RESIGNATION. Any officer may resign at any time, and such resignation shall be in writing and become effective at the time specified therein, or if no time be so specified, then upon its receipt by the President. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.7 REMOVAL. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board, whenever in their judgment the best interests of the Corporation would be served thereby.

Section 4.8 VACANCIES. Vacancies in any office arising from any cause may be filled for the unexpired portion of the term by the Board at any annual, regular or special meeting where there is a quorum present.

Section 4.9 DELEGATION OF POWERS. In the case of the inability to act of any officer of the Corporation or of any person herein authorized to act in his or her place, the Board may delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

ARTICLE V COMMITTEES

Section 5.1 FORMATION AND COMPOSITION OF COMMITTEES. The Board may, by resolution or resolutions passed by a majority of the entire Board, designate one or more advisory committees, each of which shall consist of one or more directors together with persons who may not be directors. The standing committees of the Corporation shall consist of the following:

A. Executive Committee. This committee shall consist of the President, Vice President, Treasurer, Secretary, Past-president of the Corporation, and President-elect of the Birmingham Bar Association and provides guidance to the Corporation as needed in the time between Board meetings.

B. Governance Committee: After an application and nomination period, this committee shall recommend new Directors annually, and during the year as needed, to provide a sustainable Board. The Board shall reflect the diversity of the legal community and the individuals it serves. The committee also manages revisions to the Bylaws.

C. Development Committee. This committee develops and maintains private and foundation giving strategies through campaigns and other fundraising activities.

D. Finance Committee. Under the direction of the Board Treasurer, this committee provides financial oversight of the Corporation.

E. Audit Committee. This committee provides oversight of the Corporation's annual financial audit in accordance with the Corporation's "Internal Control Policy," which is approved annually by the Board.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 6.1 CONTRACTS. The Board may authorize any agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any

instrument in the name of and on behalf of the Corporation; and such authority may be general or may be confined to specific instances.

Section 6.2 CHECKS, DRAFTS, OR ORDERS. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed and executed per the “Accounting Policies and Procedures” and “Internal Control Procedures” approved annually by the Board.

Section 6.3 DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select per the “Accounting Policies and Procedures” and “Internal Control Procedures” approved annually by the Board.

Section 6.4 GIFTS. The Board or its designee, in its discretion, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE VII BOOKS AND RECORDS

Section 7.1 BOOKS AND RECORDS. This Corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its Board. All books and records of the Corporation may be inspected by any director, or its agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII FISCAL YEAR

Section 8.1 FISCAL YEAR. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

ARTICLE IX AMENDMENTS

Section 9.1 AMENDMENTS OF ARTICLES OF INCORPORATION. The Articles of Incorporation of this Corporation may be amended from time to time by the affirmative vote of a majority of the Board if written notice is given of intention to amend at such meeting.

Section 9.2 AMENDMENT OF BYLAWS. These Bylaws may be altered, amended; or repealed, and new bylaws may be adopted by a majority of the directors present at a meeting of the Board at which a quorum is present if written notice is given of intention to alter, amend, repeal or adopt new bylaws at such meeting.

ARTICLE X SEAL

Section 10.1 SEAL. The Board shall adopt a corporate seal, which shall contain the following: BIRMINGHAM VOLUNTEER LAWYERS PROGRAM, INC., an Alabama Nonprofit Corporation.

ARTICLE XI EXCULPATION OF DIRECTORS

Section 11.1 EXCULPATION OF DIRECTORS. No director shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation omitted by such director, except for his or her own willful neglect or default. No director shall be liable to anyone for any act or neglect or default on the part of anyone or more of the other directors in the absence of specific knowledge on the part of such director of such willful neglect or default.

**ARTICLE XII
IMMUNITY FOR VOLUNTEERS
AND INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.**

Section 12.1 IMMUNITY AND INDEMNIFICATION.

A. Pursuant to §10-3A-20(14) of the Code of Alabama, the Corporation does hereby intend to provide the broadest indemnification to its directors and officers that is authorized and permitted by law. The directors, officers, and any of the volunteers performing services for the Corporation shall receive the full benefit of the immunity provided by the Volunteer Service Act, as set forth in §6-5-336 of the Code of Alabama.

B. In furtherance of the above-stated intent, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, association, trust or other enterprise, against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere of its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

C. To the extent that a director, officer, employee or agent of the Corporation had been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

D. Expenses (including, without limitation, attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final determination, settlement or other disposition of such claim, action, suit or proceeding upon receipt by the Corporation of an agreement by or on behalf of the director, officer, employee or agent to repay such amount if it shall be determined that such person was not entitled to be indemnified under this section.

E. The foregoing right of indemnification shall not be exclusive and shall be in addition to any other rights to which the director, officer, employee or agent may be entitled under any statute, rule of law, agreement or resolution or vote of the Board.