

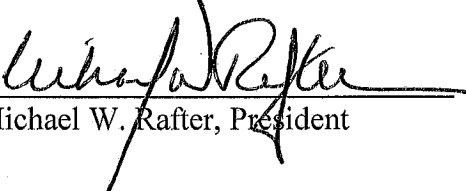
**AMENDED AND RESTATED BYLAWS**

**OF**

**ATLANTA LEGAL AID SOCIETY, INC.**

**Incorporated under the laws of the State of Georgia**

These are the Amended and Restated Bylaws of Atlanta Legal Aid Society, Inc.  
adopted and made effective as of the 24th day of January, 2013.

  
Michael W. Rafter, President

Date: January 24, 2013

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**ATLANTA LEGAL AID SOCIETY, INC.**

**Incorporated under the laws of the State of Georgia**

**ARTICLE ONE**  
**Name, Location, and Offices**

**1.1 Name.** The name by which this Society shall be known is ATLANTA LEGAL AID SOCIETY, INC.

**1.2 Registered Office and Agent.** The Society shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

**1.3 Other Offices.** The principal office of the Society shall be located in Atlanta, Georgia. The Society may have other offices at such place or places, and may conduct its affairs, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the Society may require or make desirable.

**ARTICLE TWO**  
**Purposes and Governing Instruments**

**2.1 Nonprofit Corporation.** The Society shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

**2.2 Charitable Purposes.** The Society is a nonprofit association the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The Society was organized, and shall always be operated, to render legal aid to persons or associations who by reason of financial hardship are unable to procure same, and to promote measures for their protection, and to carry out such other charitable purposes as the Board of Directors shall determine in its discretion and as are not inconsistent with the Articles of Incorporation and these Bylaws. Specifically, the Society's object and purpose shall be to render civil legal aid and assistance to persons and groups in Fulton, DeKalb, Cobb, Gwinnett and Clayton Counties and elsewhere who, from poverty, are unable to procure it. In furtherance of such purposes, the Society shall have full power and authority:

- (a) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (b) To make distributions for other charitable purposes;

- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, corporation, or other organization or entity, to be held, administered, and/or disposed of in accordance with and pursuant to the governing instruments of the Society, as the same may be amended from time to time;
- (d) To acquire, buy, own, hold, transfer and convey all property of any kind that may be necessary or proper for carrying into effect the purposes of its organization and to lease, sell, improve, mortgage and/or encumber its property or any part thereof;
- (e) To make loans for eleemosynary purposes;
- (f) To borrow money and secure the same by note, bond, mortgage, security deed, or otherwise as a natural person may do;
- (g) To do all things commonly allowed to corporations of like character under the laws of the State of Georgia, including (without limitation) to sue and be sued, to plead and be impleaded, to have and use a corporate and common seal, and to make Bylaws and regulations, binding on its members; and
- (h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary or desirable, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Society, as set forth in these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Georgia law, including the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The Society shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Two and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

**2.3 Governance.** The Society shall be governed by its Articles of Incorporation and these Bylaws.

**2.4 Compliance with Legal Services Corporation Provisions.** It is the policy of the Society to comply with all lawful statutory provisions of the Legal Services Corporation Act of 1974, Public Law 93-355, as it is currently enacted and as it may hereafter be amended by the Congress of the United States, and also to comply with all lawful Regulations of the Legal Services Corporation promulgated pursuant to the authority granted it by the Legal Services Corporation Act of 1974.

**ARTICLE THREE**  
**Board of Directors**

**3.1 Authority and Responsibility of the Board of Directors.**

(a) The supreme authority of the Society and the government and management of the affairs of the Society shall be vested in the Board of Directors and all the powers, duties, and functions of the Society conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the Society shall be the Board of Directors. The Board of Directors shall be responsible for establishment of policy for the Society; shall have supervision, control and direction of the management, affairs and property of the Society; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Society as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. Under no circumstances, however, shall any actions be taken that are inconsistent with the Articles of Incorporation and these Bylaws; and the fundamental and basic purposes of the Society, as expressed in the Articles of Incorporation and these Bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the earnings or capital of the Society to inure to the benefit of any member, trustee, officer, director, or other private person or individual.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Society.

(e) The Board of Directors is authorized to employ or retain such person or persons, including an executive director or officer, attorneys, trustees, agents and assistants, as in its judgment are necessary or desirable for the administration and management of the Society, and to pay reasonable compensation for the services performed and reimbursement for expenses incurred by any such person or persons.

**3.2 Number and Qualifications of Directors.** The Board of Directors shall consist of not less than 30 nor more than 35 members. The term of each director shall be three years. At least 60 percent of the members of the Board of Directors must be admitted to practice law in the State of Georgia; at least 50 percent must be attorney members appointed by the Atlanta Bar Association and/or other bar associations representing a majority of the attorneys practicing law in Fulton, DeKalb, Cobb, Gwinnett and Clayton

Counties, Georgia; and at least one-third (1/3) of the members of the Board of Directors, when appointed, must be eligible to be clients of the Society and shall be appointed as provided under Legal Services Corporation regulations. Each member of the Board of Directors must be supportive of the purposes of the Legal Services Corporation Act and have an interest in, and knowledge of, the delivery of quality legal services to the poor. The particular categories of Board membership and the Board of Directors as a whole shall meet the diversity requirements set forth in Legal Services Corporation regulations. Each director shall be a natural person over the age of 18 and need not be a resident of the State of Georgia.

**3.3 Manner of Election and Term of Office.** The regular directors of the Society (other than those appointed to the Board of Directors as provided in Section 3.2 above) shall be elected by the Board of Directors of the Society by a vote of the directors as provided in Article Four of these Bylaws. Each director (however appointed or elected) shall take office at the time specified by the Board of Directors and shall continue in office until his or her successor has been appointed or elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

**3.4 Removal.** Any director may be removed, either for or without cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term. The Board of Directors may remove a director for non-attendance at Board and committee meetings, but no Board member shall be removed before the Board member has been notified that such a step is under consideration.

**3.5 Vacancies.** Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office, consistent with the requirements of Section 3.2 and 3.3 of these Bylaws. Each director so elected shall hold office until his or her successor has been elected and has qualified.

## ARTICLE FOUR

### Meetings of the Board of Directors

**4.1 Time and Place of Meetings.** The Board of Directors shall meet as occasion may require in the discretion of the President but no fewer than four (4) times each year. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Society.



**4.2 Notice of Meetings.** Unless waived as contemplated in Section 5.2, notice of the time, date, and place of regular meetings of the Board of Directors shall be given by or under the direction of the Secretary in accordance with the provisions of Section 5.1 no fewer than five (5) nor more than fifty (50) days before such meeting. Unless waived as contemplated in Section 5.2, notice of the time, date, and place of special meetings of the Board of Directors shall be given by the Secretary in accordance with the provisions of Section 5.1 no fewer than two (2) days before such special meeting.

**4.3 Quorum.** At meetings of the Board of Directors, one-third (1/3) of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

**4.4 Vote Required for Action.** Except as otherwise provided in these Bylaws (including without limitation Section 13.2) or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

**4.5 Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board of Directors) may be taken without a meeting if the action is taken by a majority of the members of the Board of Directors (or the committee, as the case may be). The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed (by physical or electronic signature) by a majority of the directors serving on the Board of Directors (or a majority of the directors serving on the committee, as the case may be), and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Such consent shall have the same force and effect as a majority vote at a meeting duly called.

**4.6 Electronic Transmissions.** An electronic transmission that is transmitted by a director that evidences a director's consent, requests an action to be taken by the Society, or provides notice to the Society shall be deemed to be written, signed and dated, provided that any such electronic transmission sets forth or is delivered with information from which the Society can determine (a) that the electronic transmission was transmitted by the director, and (b) the date on which such director transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent, request or notice was signed.

**4.7 Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall be equivalent to presence in person at the meeting.

**4.8 Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place pursuant to notice given in accordance with Section 4.2. At any such

reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting that was adjourned.

## **ARTICLE FIVE Notice and Waiver**

**5.1 Procedure.** Whenever these Bylaws require notice to be given, the notice shall be given in accordance with this Section 5.1. Notice under these Bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, teletype, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence or email address on record with the Society;
- (2) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

**5.2 Waiver.** Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the Society for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or 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 SIX**

### **Advisory Board**

**6.1 Appointment.** The President may appoint such persons as he or she reasonably deems necessary or desirable to act as the Advisory Board of the Society. To the extent possible, the Advisory Board should consist of persons whose integrity, capability, experience, knowledge of the communities and institutions served by the Society, and community standing will help the Board of Directors carry out its functions. The number of persons appointed to constitute the Advisory Board shall be determined in the sole discretion of the President. Advisory Board members shall be appointed to serve two-year terms and may be reappointed to additional terms thereafter.

**6.2 Purpose.** It shall be the function and purpose of the Advisory Board to advise the Board of Directors on matters relating to the business and affairs of the Society, and to suggest or be available for consultation with regard to projects or activities that the Society may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

**6.3 Removal.** Any Advisory Board member may be removed, either for or without cause, by the President, following notification by the President that such step is under consideration.

## **ARTICLE SEVEN**

### **Officers**

**7.1 Number and Qualifications.** The Officers of the Society shall consist of a President, a Vice-President, a Secretary, a Treasurer, and the Immediate Past President. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Society, but the Society shall not be required at any time to have any officers other than a president, a secretary, and a treasurer.

**7.2 Election and Term of Office.** The executive officers of the Society shall be elected by the Board of Directors and shall serve for terms of one year and until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

**7.3 Other Agents.** The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

**7.4 Resignation and Removal.** An officer or agent may resign at any time by delivering notice to the Board of Directors. A resignation shall be effective when the notice is effective unless the notice specifies a future effective date. Any officer or agent elected

or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Society will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

**7.5 Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

**7.6 Salary.** The officers of the Society shall give their services gratuitously.

**7.7 President.** The President of the Society shall exercise general leadership over the business and affairs of the Society. The President shall be an ex-officio member of all committees. The President shall have the following specific powers and duties:

- (a) To preside at all meetings of the Board of Directors and the Executive Committee;
- (b) To have general oversight of the business of the Society;
- (c) To see that all orders and resolutions of the Board of Directors are carried into effect;
- (d) To execute notes, drafts, bonds, mortgages, deeds of trust, security deeds, contracts and other documents under the seal of the Society;
- (e) To have general superintendence and direction of all the other officers of the Society and to see that their respective duties are properly performed;
- (f) To supervise, direct, and manage the business and affairs of the Society, according to the orders and resolutions of the Board of Directors, and according to his or her own discretion whenever and wherever it is not expressly limited by such orders and resolutions effect, and to make all decisions as to policy and otherwise that may arise between meetings of the Board of Directors;
- (g) From time to time to report to the Board of Directors all matters within his or her knowledge that should be brought to their attention in the best interests of the Society; and
- (h) To have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board of Directors from time to time.

**7.8 Vice-President.** In case of the inability or refusal of the President to act on account of absence, illness, or for any other reason, his or her power shall be assumed and duties discharged during the period of such inability or refusal to act by the Vice-President, and

the acts of such officer duly authorized and performed under such conditions shall be the acts of and binding on the Society. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

#### **7.9 Treasurer.**

(a) The Treasurer shall be responsible for supervising the Executive Director in all matters pertaining to the financial management of the Society. He or she shall regularly receive a full and correct accounting of the transactions and of the finances of the Society, and shall report to the Board of Directors when so required and at least annually. The funds of the Society shall be deposited by the Executive Director under the direction of the Treasurer in depositories in Atlanta, Georgia, designated by the Board of Directors. These funds shall be drawn out only by checks signed by persons authorized by the Board of Directors.

(b) If required by the Board of Directors, the treasurer shall give the Society a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the Society, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Society.

(c) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

#### **7.10 Secretary.**

(a) The Secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings required by these Bylaws.

(c) The Secretary shall keep in safe custody the seal of the Society and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested to by his or her signature or by the signature of the Treasurer or an Assistant Secretary.

(d) The Secretary shall ensure that the Society keeps on file all reports of the Executive Director.

(e) The Secretary shall be under the supervision of the President. He or she

shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

(f) Any duties of the Secretary under these Bylaws may be done by or under the direction of the Secretary.

## **ARTICLE EIGHT**

### **Executive and Deputy Directors**

#### **8.1 Executive Director.**

(a) The Executive Director, subject to the direction of the Board of Directors, shall attend to all the legal business of the Society, shall have full charge of the Society's offices, and shall employ such assistance as deemed necessary to the proper transaction of the business of the Society.

(b) The books and financial records of the Society shall be kept under the supervision of the Executive Director. All monies due and payable to the Society from any source whatsoever shall be received by him or her and deposited by him or her to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may designate. He or she shall keep or cause to be kept proper account of all such monies received and all monies disbursed on behalf of the Society and of all records in connection therewith.

(c) The Executive Director shall see that all orders of the President and all orders and resolutions of the Board of Directors are carried into effect. He or she shall keep the Board of Directors and all officers and committees of the Society fully informed as to the business and affairs of the Society and shall consult freely with them concerning the business and affairs of the Society.

(d) The Executive Director shall employ, discharge and supervise, and determine the compensation of employees of the Society, and shall have general charge of all offices and operating functions and activities of the Society.

(e) The Executive Director shall perform such other duties and shall have such other authority and powers as the President or the Board of Directors may from time to time prescribe.

**8.2 Qualifications.** The Executive Director shall be a person who has demonstrated a prior concern with the problems of poverty as will be treated by the Atlanta Legal Aid Society, Inc. The Executive Director shall have an LL.B. or J.D. degree and shall have practical legal experience deemed adequate by the Board of Directors.

**8.3 Reports to the Board of Directors.** The Executive Director shall keep a full and accurate record of the receipts and disbursements made through the Society and of all

cases handled by the Society, in books, papers or records belonging to the Society. He or she shall periodically (no less frequently than quarterly) prepare and send to the Treasurer a detailed account of the receipts and disbursements of the Society. He or she shall annually prepare and submit to the Board of Directors for publication in the Annual Report a report of the business transacted by the Society during the preceding year and a summarized statement of the receipts and disbursements of the Society.

**8.4 Deputy Director and Director of Litigation.** The Deputy Director and Director of Litigation shall assist the Executive Director in transacting the business of the Society. The Deputy Director shall serve as the interim Executive Director at any time that the Board of Directors shall have determined that the office of the Executive Director is vacant.

**8.5 Election and Term of Office.** The Executive Director shall be elected by the Board of Directors and shall serve for terms of one year and until his or her successor has been elected and has qualified, or until his or her earlier death, resignation, removal, retirement, or disqualification.

## **ARTICLE NINE**

### **Committees of the Board and Other Committees**

**9.1 Executive Committee** There shall be an Executive Committee consisting of the President, Immediate Past President, Vice-President, Secretary, Treasurer, and five other members of the Board of Directors. Alternate members may also be chosen. At least two members of the Executive Committee shall be non-lawyers. The Executive Committee shall be chosen annually by the Board. When the Board of Directors is not in session, the Executive Committee shall exercise all of the powers and functions of the Board of Directors, except such powers and duties as are specifically conferred upon the Board of Directors by the Articles of Incorporation or Bylaws of the Society.

**9.2 Other Committees of Directors.** Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the Society may be established or discontinued from time to time by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President of the Society or chair of each respective committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal. Advisory Board members may serve as members of committees other than the Executive Committee.

**9.3 Special Committees.** The President, with the approval of the Board of Directors or the Executive Committee, shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable and that are not in conflict with other provisions of these Bylaws; and the duties of any such committees shall be prescribed by the Board of Directors or the Executive Committee upon their appointment.

**9.4 Advisory and Other Committees.** The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the Society, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Society or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the President of the Society, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

**9.5 Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**9.6 Chair** One member of each committee shall be appointed chair thereof by the President.

**9.7 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**9.8 Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, one-third (1/3) of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

**9.9 Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE TEN**

### **Contracts, Checks and Deposits**

**10.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society. Such authority must be in writing and may be general or confined to specific instances.



**10.2 Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents, of the Society and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice-President of the Society.

**10.3 Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE ELEVEN**

### **Indemnification and Insurance**

**11.1 Definitions and References.** Terms used in this Article shall have the meanings assigned such terms in Part 5 of Article 8 of the Georgia Nonprofit Corporation Code (the "Code"). Whenever in this provision reference is made to a specific section of the Code, such reference shall be deemed to refer to such section as amended from time to time or any successor provision.

**11.2 Indemnification of and Advancement of Expenses.** The Society may indemnify and advance expenses to its directors, officers, employees and agents to the fullest extent and under the conditions that a Georgia nonprofit corporation is permitted to indemnify and advance expenses to its directors under Part 5 of Article 8 of the Code, as amended from time to time, which provisions are incorporated herein by reference. No advancement or reimbursement of expenses to employees or agents in accordance with the foregoing sentence shall be made unless the proposed indemnitee furnishes the Society a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Section 14-3-851(a) of the Code, and he or she furnishes the Society a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or Part 5 of Article 8 of the Code.

**11.3 Indemnification Not Exclusive of Other Rights.** The indemnification provided in this Article Eleven shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, the Code, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**11.4 Insurance.** To the extent permitted by Georgia law, the Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Society, or is or was serving at the request of the Society as a

director, officer, employee, trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

## **ARTICLE TWELVE**

### **Miscellaneous**

**12.1 Books and Records.** The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. The Society shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

**12.2 Corporate Seal.** The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

**12.3 Fiscal Year.** The Board of Directors is authorized to fix the fiscal year of the Society and to change the same from time to time as it deems appropriate.

**12.4 Internal Revenue Code.** All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

**12.5 Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**12.6 Table of Contents; Headings.** The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

**12.7 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation.

**12.8 Compliance with Legal Services Corporation Provisions.** It is the policy of the Society to comply with all lawful statutory provisions of the Legal Services Corporation Act of 1974, Public Law 93-355, as it is currently enacted and as it may hereafter be amended by the Congress of the United States, and also to comply with all lawful Regulations of the Legal Services Corporation promulgated pursuant to the authority granted it by the Legal Services Corporation Act of 1974.

**ARTICLE THIRTEEN**  
**Amendments**

**13.1 Power to Amend Bylaws.** The Board of Directors shall have the power to alter, amend, or approve these Bylaws or adopt new Bylaws.

**13.2 Conditions.** Action by the Board of Directors with respect to Bylaws shall be taken by the affirmative vote of two-thirds (2/3) of all of the directors present and voting, provided all Board members have been notified of the proposed action to amend the Bylaws, pursuant to the notice provisions of Article Five of these Bylaws.

**ARTICLE FOURTEEN**  
**Tax-Exempt Status**

**14.1 Tax-Exempt Status.** The affairs of the Society at all times shall be conducted in such a manner as to assure the Society's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code, or any successor provision.

**ARTICLE FIFTEEN**  
**Director or Officer Conflicts of Interest**

**15.1 Conflict of Interest Transaction.** No director or officer of the Society, or any family member of such director or officer, or any corporation, partnership, association, trust or other entity in which such director or officer, or family member of such director or officer, serves as a director, officer, partner or trustee, or has a financial interest, shall be permitted to enter into any contract or transaction with the Society unless:

- (a) Such director or officer discloses to the Board of Directors of the Society the material facts as to his or her or his or her family member's relationship with or interest in the entity proposing to enter into the contract or transaction with the Society, and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors (even though the disinterested directors may constitute less than a quorum); and
- (b) The contract or transaction is fair to the Society.

**15.2 Fairness to the Society.** Factors to be considered in determining whether the contract or transaction is fair to the Society include an examination of the following:

- (a) The price and terms of the contract or transaction (the price and terms of the contract or transaction may vary, but must be on a level that the Board of Directors would accept in an arm's-length negotiation in light of the knowledge that the Board of Directors would reasonably have acquired in

the course of such negotiation); and

- (b) Whether the Board of Directors would reasonably determine that the contract or transaction was in the best interests of the Society.

**15.3 Remedies for Violation of Conflict of Interest Requirements.** If a director or officer of the Society, or any family member of such director or officer, or any corporation, partnership, association, trust or other entity in which such director, officer or family member of such director or officer serves as a director, officer, partner or trustee, or has a financial interest, enters into any contract or transaction with the Society without complying with the requirements described above, the Board of Directors may, at its sole discretion:

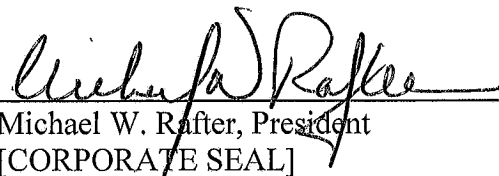
- (a) Void the contract or transaction in its entirety and recover from such director or officer any damages and expenses suffered or incurred by the Society as a result of the contract or transaction; or

- (b) Modify the price and terms of the contract or transaction so that the Society receives a price and terms comparable to what the Society would receive in an arm's-length negotiation.

**ARTICLE SIXTEEN  
Adoption of Bylaws**

Atlanta Legal Aid Society, Inc. was organized under the laws of the State of Georgia on June 3, 1924. These Amended and Restated Bylaws were adopted and became effective as of January 24, 2013.

**APPROVED:**

By:   
Michael W. Rafter, President  
[CORPORATE SEAL]