

**BY-LAWS OF
UTAH LEGAL SERVICES, INC.**

Amended March 27, 2019

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BY-LAWS OF
UTAH LEGAL SERVICES, INC.

As Amended January 15, 2019

ARTICLE 1 - BOARD OF TRUSTEES

Section 1.1 General Powers

The property, affairs and business of the corporation shall be managed by the Board of Trustees, which is sometimes referred to in the statutory laws as the "Governing Board". The Board of Trustees may exercise all the powers of the corporation whether derived from law or the Articles of Incorporation.

The Board of Trustees shall establish and enforce broad policies governing the operation of the corporation but neither the Board of Trustees nor any Trustee shall interfere with any attorney's professional responsibilities to a client or obligations as a member of the legal profession or interfere with any ongoing representation.

Section 1.2 Number, Tenure, Appointment, and Election

The number of Trustees of the corporation shall be twenty. Prospective Trustees to be elected by the Board of Trustees or appointed by the Utah State Bar shall be nominated by the Nominating Committee and approved by the Board of Trustees.

The Board of Trustees shall be organized, appointed and elected as follows:

a. The Board of Trustees shall reasonably reflect the interests of the eligible clients in the area served and consist of Trustees each of whom is supportive of the purposes of act creating the Legal Services Corporation and has an interest in, and knowledge of, the delivery of quality legal services to the poor.

b. Appointments shall be made so as to insure that the attorney Trustees reasonably reflect the diversity of the legal community and the population of the areas served by the corporation, including race, ethnicity, gender and other similar factors.

c. At least sixty percent (60%) of the Trustees shall be attorneys. The majority of these Trustees shall be appointed by the Utah State Bar and the remainder elected by the Board of Trustees.

d. One-third of the Trustees shall be eligible clients when appointed. Eligible client Trustees should be selected so that they reasonably reflect the diversity of the eligible client population served by the corporation, including race, gender, ethnicity, and other similar factors.

e. The remaining Trustees shall be elected by the Board of Trustees without restriction, except that the remaining Trustees shall be selected so that the Board of Trustees as a whole reasonably reflects the diversity of the areas served by the corporation, including race, ethnicity, gender and other similar factors.

f. The non-attorney Trustees shall not be dominated by persons serving as the representatives of a single association, group, or organization.

Trustees shall be elected for staggered three year terms. Each Trustee must be re-nominated and re-elected for each term. The term of a Trustee shall commence with the annual Board of Trustees meeting and last three (3) years. Trustees may serve an unlimited number of terms.

The Executive and Deputy Director shall attend all meetings of the Board of Trustees as *ex officio* members without voting rights. The Board of Trustees may, but shall not be obligated to, elect additional *ex officio* members without voting rights. The nomination process, tenure, and qualifications of these *ex officio* members shall be the same as for other members.

Section 1.3 Removal

Any trustee may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby. For this purpose, if a quorum is present, such removal action may be taken when favored by a two-thirds majority of Trustees present and voting (exclusive of the Trustee in question). Such action may be taken at any special meeting of the Board of Trustees called for that purpose or at a regular meeting.

Section 1.4 Meetings

The Board of Trustees shall meet at least four times a year.

A regular meeting of the Trustees shall be held each year during the month of September unless changed by resolution of the Board of Trustees. The September meeting shall be regarded as the annual meeting of the corporation. The Board of Trustees may provide by resolution the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such resolution.

Subject to the notice requirements of Section 1.5, special meetings of the Board of Trustees may be called by, or at the request of, the President, Secretary, Executive Director, or by any five Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without the State of Utah, as the place for holding any such special meetings. All meetings shall be public except for those concerned with matters properly discussed in executive session in accordance with written policies adopted by the Board of Trustees.

Section 1.5 Notice of Trustees Meetings

The Secretary/Treasurer of the Corporation shall cause notice of the time and place of each special meeting of the Board of Trustees to be given to each Trustee not less than two days prior to such meeting. Timely and reasonable prior public notice of all meetings shall be given.

Section 1.6 Quorum and Manner of Acting

Seven Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees but if less than a quorum is present at a meeting, the Trustees present may adjourn the meeting without further notice. Except as otherwise expressly provided herein, the act of a majority (more than fifty percent) of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Trustees may participate telephonically in any Board of Trustees meeting.

The Board may take action without meeting when the President or Vice President directs the Executive or Deputy Director to send an email to each member stating:

- i) The action proposed;
- ii) The time, which shall not be less than 10 days, by which each director may respond to the notice;

Action is taken under this section if and when 11 or more affirmative responses are received by the deadline set in the message.

Section 1.7 Vacancies and Newly-Created Trusteeships

If any vacancy shall occur in the Board of Trustees by reason of death, resignation or otherwise, or if the authorized number of Trustees shall be increased, such vacancy or newly-created Trusteeship may be filled by the Trustees then in office, though less than a quorum, in compliance with the procedures required in the Articles of Incorporation, as amended and in these By-Laws. A Trustee appointed to fill a vacancy shall serve the remainder of the existing term of the Trustee whom he or she is appointed to replace.

Reasonable and good faith efforts shall be made to insure that Board of Trustees vacancies are filled as promptly as possible.

Section 1.8 Compensation

A Trustee may be paid his or her expenses, if any, of attendance at meetings of the Board of Trustees and performing his or her duties. No such payment shall preclude a Trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 1.9 Presumption of Assent

A Trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

ARTICLE 2 - OFFICERS AND OTHER POSITIONS

Section 2.1 Officers and Other Positions

The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer.

The Board of Trustees may also appoint such other officers as may be determined by the Board of Trustees and such other positions or agents as it may deem advisable.

Section 2.2 Election, Qualifications and Tenure

All officers of the corporation shall be elected by the Board of Trustees. The Nominating Committee shall nominate the Vice President, Secretary, and Treasurer in consultation with the President. The Vice President shall become the next President, subject to ratification by the Board of Trustees at the time of taking the office of President.

Officers may be elected at any regular or special meeting of the Board of Trustees. The President, Vice President, Secretary, and Treasurer shall be Trustees of the corporation during the terms of their respective offices.

The term of office of the President, Vice President, Secretary, and Treasurer shall be three years.

Section 2.3 Removal

Any officer, the Executive Director or a Deputy Director may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby. For this purpose, if a quorum is present, such removal action may be taken when favored by a two-thirds majority of Trustees present and voting (exclusive of the officer in question if he or she is also a Trustee). Such action may be taken at any special meeting of the Board of Trustees called for that purpose or at a regular meeting.

Section 2.4 Vacancies and Newly-Created Offices

If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification or any other cause, or if a new office shall be created, such vacancy or newly-created office may be filled by the Board of Trustees at any regular or special meeting.

Section 2.5 President

The President shall have the following powers and duties:

- a. The President shall preside at all meetings of the Board of Trustees.
- b. The President shall have all powers and perform all duties incident to the office of President of a corporation and shall exercise such other powers and perform such other duties as from time to time may be assigned by the Board of Trustees.

Section 2.6 Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the power of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned by the Board of Trustees or by the President.

Section 2.7 Secretary

The Secretary shall have the following powers and duties:

- a. The Secretary shall keep or cause to be kept a record of all the proceedings of the meetings of the Board of Trustees in books provided for that purpose.
- b. The Secretary shall cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by statute.
- c. The Secretary shall see that the books, reports, statements, certificates and other documents and records required by statute are properly kept and filed.
- d. The Secretary shall perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees or by the President.

Section 2.8 Treasurer

- a. The Treasurer shall render to the Board of Trustees or the President whenever requested a statement of the financial condition of the corporation and of all his or her transactions as Treasurer, and shall render a full financial report at the annual meeting of the Board of Trustees, if called upon to do so.

b. The Treasurer shall be empowered from time to time to require from any officer or agent of the corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the corporation.

c. The Treasurer shall perform in general all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees or by the President.

Section 2.9 Salaries

The President, Vice President, Secretary, and Treasurer shall not receive a salary but may be reimbursed for expenses in performing his or her duties. The salaries and other compensation of the Executive Director, Deputy Director and other executive management staff shall be fixed from time to time by the Board of Trustees. The Board of Trustees shall also review the compensation of all other employees. The salaries and other compensation of the all other positions, agents, and employees of the corporation shall be fixed from time to time by the Executive Director.

Section 2.10 Surety Bond

In case the Board of Trustees shall so require, any officer, position or agent of the corporation shall execute to the corporation a bond in such sum and with such sureties as the Board of Trustees may direct, conditioned upon the faithful performance of duties to the corporation, including responsibility for negligence and for the accounting for all property or monies of the corporation which may come into his or her hands.

ARTICLE 3 - COMMITTEES

Section 3.1 Standing Committees

There shall be established the following standing committees of the Board of Trustees:

- a. Executive Committee,
- b. Finance and Audit Committee,
- c. Development Committee,
- d. Compliance/Service Delivery Committee,
- e. Nominating Committee,
- f. Administration Committee, and
- g. Such other standing committees as are approved by the Board of Trustees.

Section 3.2 Ad-Hoc Committees

The President shall have the power to create such other committees of the Board as may be necessary or expedient to the operations and activities of the corporation.

Section 3.3 Appointment of Committee Members and Chairs, Tenure

The President, in consultation with the chair of the applicable committee, shall appoint the members of each committee except as otherwise provided in these By-Laws. The Trustees appointed to the Nominating Committee shall be approved by the Board of Trustees. No other appointments of committee members shall require approval of the Board of Trustees. Members of all committees, except the Executive Committee and Nominating Committee, may include persons who are not Trustees, provided, however, that at least two members of each committee, shall also be Trustees.

Except as otherwise provided in these By-Laws, the President shall appoint the chair of each committee.

Except as otherwise provided in these By-Laws, the chairs appointed by the President and members of each committee shall serve at the pleasure of the President and may be replaced at any time.

Section 3.4 Proceedings

Each committee shall meet at such places and at such times as the committee chair selects. Committee members shall be given not less than two days prior notice of committee meetings or such other notice as the committee shall determine. A committee member who is present at a meeting of the committee at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a committee member who voted in favor of such action. Committee members may participate telephonically in any committee meeting. Each committee shall keep a record of its proceedings and shall report such proceedings to the Board of Trustees at the next meeting of the Board of Trustees.

Section 3.5 Quorum for Transacting Business

A majority of the members of each committee shall constitute a quorum for the transaction of business at any of its meetings. The act of a majority (more than fifty percent) of the members present at a meeting shall be the act of the committee.

Section 3.6 Vacancies

If any vacancy shall occur in any committee by reason of disqualification, death, resignation, removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total membership of the committee, provided that two or more members are remaining and continue to act and provided that two or more of the members who are remaining and continue to act are also Trustees.

Section 3.7 Executive Committee

The Executive Committee shall consist of the President, who shall serve as chair of the Committee, Vice-President, Secretary, Treasurer, the immediate Past-President and such other trustees as are appointed by the President. The Executive Director and Deputy Director and other executive management staff shall attend all meetings of the Executive Committee as *ex officio* members without voting rights.

The duties of the Executive Committee shall be:

- a. Coordination of the activities of all committees of the corporation.
- b. Coordination and oversight of strategic planning.
- c. Oversight of legal matters and program compliance.
- d. Such other duties as are assigned by the Board of Trustees or the President.

During the intervals between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all powers of the Board of Trustees in the management of the business and other affairs of the corporation, except for the powers: (1) to remove or elect a Trustee to the Board of Trustees, (2) to amend the corporation's Articles of Incorporation or these By-Laws, and (3) to perform such acts which by law may not be delegated by the Board of Trustees to an Executive Committee or which are otherwise reserved to the entire Board of Trustees under these By-Laws.

Section 3.8 Finance Committee

The Finance Committee shall consist of the Treasurer, the Executive Director, the Deputy Director and other executive management staff, the Controller of the corporation, and such other trustees as are appointed by the President. The chair of the committee shall be a trustee and assigned by the President.

The duties of the Finance Committee shall be:

- a. Oversight of financial matters.

- b. Oversight of annual budget.
- c. Oversight of appointment of independent auditors and annual audit.
- d. Functioning as a financial oversight committee as required by the *Accounting Guide for LSC Recipients*.

Section 3.9 Development and AJFA Coordination Committee

The And Justice For All (AJFA) Board of Directors includes two members of the boards of each of the participating partners. The ULS Development and AJFA Coordination Committee shall consist of the two Trustees who are also members of the And Justice For All Board of Directors, the Executive Director, the Deputy Director, and at least one other Trustee as appointed by the President.

The duties of the Development and AJFA Coordination Committee shall be:

- a. Act as liaison to the AJFA Board and periodically report to the ULS Board on AJFA activity.
- b. Oversee and assist in development of all fund raising of the corporation.
- c. Oversee and assist in the corporation's participation in fund raising activities with other organizations.
- d. Oversee the development of an ongoing, organized fund raising structure to meet the financial needs of the corporation.

Section 3.9 Compliance/Service Delivery Committee

The Compliance/Service Delivery Committee shall consist of a Trustee, who shall serve as chair, the Executive Director, the Deputy Director, other executive management staff, a staff member appointed by the Executive Director and others as are appointed by the President.

The duties of the Compliance/Service Delivery Committee shall be:

Oversight compliance by the corporation, its attorneys, and employees with all statutory, regulatory, and ethical requirements and standards and report such compliance to the Board of Trustees. Oversee the availability and delivery of legal services to eligible clients.

- (1) Certification of program integrity pursuant to 45 CFR § 1610;
- (2) Periodic priority setting as required by 45 CFR § 1620;

- (3) Hearing of client grievances as required by 45 CFR § 1621; and
- (4) Oversee informing all staff and Trustees of the federal criminal and civil laws applicable to misuse of Legal Services Corporation funds as required by 45 CFR § 1640.

Section 3.10 Nominating Committee

The Nominating Committee shall consist of the Vice President, a client-eligible trustee, the Executive Director, and such other trustees as are appointed by the President. The chair of the committee shall be a trustee and assigned by the President.

The duties of the Nominating Committee shall be:

- a. Identify, screen, and nominate candidates to serve as Trustees and to serve as non-trustee members of committees.
- b. Oversee the terms of office, appointment, and election of Trustees and non-trustee members of committees.
- c. Oversee orientation and support for new trustees and non-trustee committee members.

Section 3.12 Administration Committee

The Administration Committee shall consist of the Secretary, the Vice President, the Executive Director, the Deputy Director and other executive management staff, such other trustees as are appointed by the President, and such other non-trustees as are appointed by the President. The chair of the committee shall be a trustee and assigned by the President.

The duties of the Administration Committee shall:

- a. Oversee administrative and human resource matters.
- b. Oversee the *Personnel Manual*.
- c. Periodically review staff compensation and employee benefits.
- d. Assure that ULS complies with federal and state employment laws.
- e. Investigate additional means to provide a working environment that attracts and retains quality staff.

ARTICLE 4 - EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS

Section 4.1 Execution of Instruments/Oversight

The Board of Trustees may authorize in writing any officer or agent to execute and deliver any contract or other instrument in the name and on behalf of the corporation. Any such authorization may be general or confined to specific instances.

The Executive and Deputy Director shall have the authority to enter into any written agreements required as a condition of receiving funding from the state or another entity, and will manage and provide financial oversight of the expenditure of any such funds and assure compliance with any related state or federal laws.

Section 4.2 Loans

No loan or advance shall be contracted for or on behalf of the corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the corporation unless and except as authorized by the Board of Trustees. Any such authorization may be general or confined to a specific instance or transaction.

Section 4.3 Deposits

All monies of the corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Trustees may select, or as from time to time may be selected by any officer or agent authorized to do so by the Board of Trustees.

Section 4.4 Checks, Drafts, Etc.

All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the corporation shall be signed by such officers or employees of the corporation and in such manner as the Board of Trustees may from time to time determine. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories shall be made in such manner as the Board of Trustees from time to time may determine.

Section 4.5 Sale, Transfer, Etc. of Securities, Real Property

All instruments in writing incident to any sale of corporate property or holdings shall be executed by any officer of the corporation or other agent thereunto authorized by the Board of Trustees.

ARTICLE 5 - AMENDMENTS

Section 5.1 Amendments

The By-Laws of the corporation shall be subject to amendment, alteration or repeal by affirmative vote of a majority of the entire Board of Trustees.

ARTICLE 6 - GENERAL BY-LAWS

Section 6.1 Manner of Giving Notice

Whenever under the provisions of applicable law or of these By-Laws, notice is required or permitted to be given to a Trustee, committee member, or officer, such notice may be given (a) by personal delivery, or (b) by telephone or (c) by email, or (d) if more than ten days before the meeting, by United States mail.

A notice given by mail shall be deemed to be delivered when the notice is deposited in the United States mail, properly addressed with postage thereon prepaid.

A notice given by email shall be deemed to be delivered when the email, properly addressed, is sent.

The proper address for a Trustee shall be either his or her customary business address or the address of the last-known residence. The proper address for an officer shall be the corporation's address or the last-known address of residence

Section 6.2 Attendance Constitutes Waiver of Notice

Attendance at a meeting of the Board of Trustees or any committee thereof shall constitute a waiver of notice of such meeting, except where such Trustee or committee member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.3 General Waiver of Notice

Any Trustee may waive notice of a meeting of the Board of Trustees or any committee thereof by signing a written notice of waiver with respect thereto or by attendance without objection and such signed waiver or attendance shall be deemed equivalent to the giving of notice.

ARTICLE 7 - INDEMNIFICATION

Section 7.1 Terms of Indemnification

The Board of Trustees is empowered within its discretion to cause the corporation to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation), by reason of the fact that he or she is or was a Trustee, officer, or employee of the corporation, against expenses (including reasonable attorneys' fees), judgment, 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 in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation (and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his conduct was unlawful) to the maximum extent permitted by, and in the manner provided under, the Utah Nonprofit Corporation and Co-operative Association Act.

Section 7.2 Conditions to Indemnification

It shall be a condition precedent to indemnification under Section 7.1, however, that a determination be made that the person to be indemnified has met the applicable standard of conduct set forth in Section 7.1, which determination may be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 7.3 Other Indemnification

Notwithstanding anything to the contrary in Section 7.1 and 7.2 hereof, (a) to the extent any Trustee, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection therewith; and (b) to the extent that the corporation has insurance which would lawfully pay, or reimburse it, for indemnification of any Trustee or officer under Section 7.1 hereof if such indemnification were mandatory, then such Trustee or officer shall be indemnified to the full extent of such insurance coverage.

ARTICLE 8 - FISCAL YEAR

Section 8.1 Fiscal Year

The fiscal year of the corporation shall be fixed and may be varied by resolution of the Board of Trustees.