

BYLAWS OF FOUNDATION FOR CRIMINAL JUSTICE
(a District of Columbia Nonprofit Corporation)

ARTICLE I

OFFICES

1. Offices. The principal office of the Foundation for Criminal Justice (the "Foundation") and such other offices as it may establish from time to time shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Trustees (the "Board") or by the officers pursuant to authority from the Board.

ARTICLE II

MEMBERSHIP

1. Qualifications. The sole voting member of the Foundation shall be the National Association of Criminal Defense Lawyers (the "Association Member"), a District of Columbia nonprofit corporation, exempt from federal income tax under Code section 501 (c)(6).

2. Privileges; Vote. The Association Member (or its designee who shall be an officer of the Association Member) shall have the right to vote for the election and removal of Trustees as provided for in these Bylaws.

ARTICLE III

TRUSTEES

1. Powers. The affairs of the Foundation shall be managed by the Board. The Board shall possess, and may exercise, any and all powers granted to the Foundation under the District of Columbia Nonprofit Foundation Act, the Articles of Incorporation, and these Bylaws.

2. Number. The Trustees shall be no fewer than seven (7) and no more than fifteen (15) in number. The number of Trustees may be increased or decreased by the affirmative vote of a majority of the Trustees then in office provided that no such modification may reduce the total number of Trustees to fewer than seven (7), and no reduction in the number of Trustees shall have the effect of shortening the term of any Trustee in office at the time such amendment becomes effective. No fewer than three and no more than one-half of the Trustees shall be current officers of the National Association of Criminal Defense Lawyers (the

"Association"). Further, at least two-thirds of the Trustees shall be active members of the Association.

3. Qualifications. Members of the Board need not be residents of the District of Columbia. A Trustee may succeed himself or herself in the office.

4. Election; Vacancies. The Association Member (or designee) shall, at the regular annual meeting of the Trustees, or as soon thereafter as practicable, elect a majority of the number of Trustees then authorized. The Trustees then in office by majority vote shall, at the regular annual meeting of the Trustees, or as soon thereafter as practicable, elect the remaining number of authorizes Trustees. Any vacancy in the Board of Trustees existing between annual meetings of the Board, including a vacancy created by an increase in the number of Trustees, shall be filled by the vote of the Association Member. A director so elected shall serve until the close of the next regular annual meeting of the Board of Trustees or until his or her successor is elected and qualified.

5. Tenure. A Trustee shall serve from the date of his or her election for a term of two (2) years; provided, however, that one-half of the initial Trustees of the Foundation shall each serve for terms of one (1) year. One-half of the Trustees shall be elected each year. The term of office of any individual Trustee shall terminate upon the end of his or her term, the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.

6. Resignation. Any Trustee may resign at any time by giving written notice of his or her resignation to the President or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

7. Removal. Any Trustee may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Trustees in office, subject to the written consent of the Association Member. If a Trustee is to be removed, a special meeting of the Board shall be called for such purpose, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such Trustee.

8. Reimbursement. Members of the Board shall receive no compensation for their services, but, by resolution of the Board, may be reimbursed for reasonable expenses paid while acting on behalf of the Foundation. Nothing herein shall preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefore as authorized by the Board.

ARTICLE IV

MEETINGS OF TRUSTEES

1. Place of Meetings. The Board may hold meetings, annual, regular, or special, either within or without the District of Columbia.
2. Annual Meeting. The Board shall hold a regular annual meeting at a time and place set by Board. Notice of such meeting shall be given to each Trustee at least ten (10) days prior to the date of the meeting.
3. Regular Meetings. Additional regular meetings of the Board may be held, at such times and places as may be determined by the Board. Notice of such a meeting shall be given to each Trustee at least five (5) days prior to the date of the meeting.
4. Special Meetings. Special meetings of the Board may be called by the President or by two Trustees, on five (5) days notice to each Trustee.
5. Quorum: Vote. At all meetings of the Board, the presence of a majority of the Trustees in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, unless the affirmative vote of a greater number of Trustees is specifically required by law, the Articles of Incorporation, or these Bylaws.
6. Adjournment. Whether or not a quorum is present, a majority of Trustees present at a meeting of the Board may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.
7. Action By Consent. Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if written consents setting forth the action taken are signed and dated by all of the members of the Board or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be delivered to the Secretary of the Foundation for inclusion in the minutes of the proceedings of the Board or of the committee. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last Trustee signs the consents. Any action so taken shall have the effect of a vote taken at a meeting of the Board.
8. Meetings by Telephone. The members of the Board or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Trustees participating in the meeting can hear each

other at the same time. Participation by such means shall constitute presence in person at such meeting.

ARTICLE V

COMMITTEES

1. Committees of the Board. The Board may, by resolution passed by a majority of all Trustees in office, establish such committees, including an Executive Committee, as it deems necessary or proper. Each committee must be composed of at least two (2) members of the Board. The Board may designate any Trustee(s) as an alternate member(s) of any committee to replace any absent or disqualified member(s) at any meeting of such committee. The Board may make such provisions for appointment of the chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Foundation. However, the Board shall not delegate to any committee the power or authority to (1) amend, adopt, or repeal the Certificate of Incorporation or the Bylaws; (2) adopt or approve a plan of merger or consolidation; (3) authorize the voluntary dissolution of the Foundation; (4) elect, appoint, or remove any Trustee or officer, or (5) amend or repeal any resolution of the Board which by its terms is not amendable or repealable. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board.

2. Advisory Committees. Other committees not having and exercising the authority of the Board may be constituted and members thereof appointed by a resolution adopted by a majority of the Trustees present at a meeting of the Board at which a quorum is present.

3. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board, be conducted in accordance with the foregoing provisions of these Bylaws.

ARTICLE VI

NOTICE

1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Trustee or Member, such notice may be given in writing, by mail, addressed to such Trustee or Member at his or her post office address as it appears on the current records of the Foundation. Such notice shall be deemed to be given at the time it is deposited, postage paid, in the United States mail. Notice

may also be communicated orally in person or by telephone; or given by facsimile or other form of wire or wireless communication, or private carrier.

2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person without objecting at the beginning of the meeting to holding the meeting or transacting business at the meeting, or any Trustee who attends a meeting of the Board, or any member of a committee who attends a committee meeting, without objecting at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting (and does not thereafter vote for or assent to action taken at the meeting), shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII

OFFICERS

1. Officers. The officers of the Foundation shall be a President, a Secretary, a Treasurer, and such other officers as the Board may determine are necessary or desirable. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

2. Election. The officers shall be elected by the Board.

3. Qualification. Officers need not be residents of the District of Columbia and shall be eligible for re-election.

4. Tenure. The initial officers shall hold office for a term of one year from the effective date of their election. The term of office for subsequently elected officers shall be determined from time to time by the Board but shall in no event exceed three years. An individual may serve as an Officer for succeeding terms without limitation. The term of office of any officer shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board; upon his or her death; or upon a majority vote of the Board to remove him or her from office. Any vacancy among the officers shall be filled by the Board.

5. Compensation. The compensation of Officers shall be fixed from time to time by the Board.

6. Duties of Officers.

(a) President. The President shall preside over all meetings of the Foundation and of the Board and shall perform all the duties as chief executive and operating officer of the Foundation. He or she shall be an ex officio member of any and all committees.

(b) Secretary. The Secretary shall act as Secretary of all meetings of the Board and Foundation at which the Secretary is present, and shall oversee the recording of all the proceedings of all such meetings in books to be kept for that purpose, the correspondence and notices of the Foundation, and the care and custody of the corporate records and the corporate seal of the Foundation. The Secretary shall be empowered to affix the corporate seal to documents, the execution of which on behalf of the Foundation under its seal is duly authorized, and when so affixed may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary except as specifically limited by the resolution of the Board.

(c) Treasurer. The Treasurer shall oversee all financial matters of the Foundation, including contributions, disbursements, and financial reports, and shall make a report of the finances of the Foundation at the annual meeting of the Board and when called upon by the President. The Treasurer shall, in the absence of the President, preside at the meetings of the Foundation and of the Board of Trustees. The Treasurer shall have all powers and duties usually incident of the office of Treasurer, except as specifically limited by a resolution of the Board. The Board may, but need not, require that the Treasurer be under bond and may specify the terms, conditions and amounts for such bond.

ARTICLE VIII

FINANCIAL ADMINISTRATION

1. Documents. All disbursements of monies or incurrence of debts on behalf of the Foundation may be undertaken by such officer(s) or agent(s) of the Foundation, and in such manner, as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.

2. Deposits and Accounts. All funds of the Foundation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer(s) or agent(s) of the Foundation to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Foundation, checks, drafts, and other orders of the Foundation may be endorsed, assigned, and delivered on behalf of the Foundation by such officer(s) or agent(s) of the Foundation as shall be determined by the Board.

3. Corporate Books and Records. The Foundation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board, Committees, and members, (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

4. Accounting period. The annual accounting period of the Foundation shall run from October 1 through September 30, unless, at some later period, the Board decides to have the Foundation operate on a calendar year basis.

ARTICLE IX

INSURANCE AND INDEMNIFICATION

1. Insurance. The Foundation may purchase and maintain insurance on behalf of an individual who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, partner, trustee, employee or agent of another foreign or domestic Foundation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Foundation would have power to indemnify him or her against such liability pursuant to applicable law, the Articles of Incorporation, or these Bylaws.

2. Right to Indemnification. The Foundation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she (or his or her testator or intestate) is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, partner, trustee, employee or agent of another Foundation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney fees) actually and reasonably incurred in connection with such proceeding if:

(a) 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 Foundation;

(b) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

(c) indemnification is authorized pursuant to the terms of these Bylaws.

In the case of a proceeding brought by or in the right of the Foundation, indemnification shall be limited to amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred in connection with the proceeding; except that the Foundation shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Foundation, unless, and only to the extent that, the court in which such proceeding is brought (or, if no proceeding is brought, any court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly

and reasonably entitled to indemnification for such portion of the settlement amount and expenses as the court shall deem proper.

3. Authorization of Indemnification. The Foundation shall not indemnify any individual unless and until a determination has been made that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in section 2 of this Article, and indemnification is authorized for the specific proceeding for which indemnification is sought. The determination that indemnification is permissible shall be made:

(a) by the Board by a majority vote of a quorum consisting of Trustees not at the time parties to the proceeding;

(b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, or settlement shall not of itself create a presumption that an individual did not meet the standard of conduct set forth above in section 2 of this Article. Authorization that indemnification should be made for the specific proceeding for which it is sought, and an evaluation as to the reasonableness of expenses, shall also be made in the manner prescribed by subsections (a) and (b) of this section, except that, if the determination that indemnification is permissible is made by special legal counsel under subsection (b), the authorization and evaluation of the reasonableness of expenses shall be made by those persons entitled under subsection (b) to select the counsel.

4. Advancement of Expenses. The Foundation shall pay for or reimburse the expenses (including attorneys' fees) incurred by a Trustee, officer, employee or agent in defending any proceeding in advance of final disposition of the proceeding if he or she furnishes the Foundation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she is not entitled to be indemnified by the Foundation under this Article.

5. Mandatory Indemnification. The Foundation shall indemnify any Trustee, officer, employee or agent of the Foundation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in defense of a proceeding referred to in section 2 of this Article, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

6. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under law, the Articles of Incorporation, these Bylaws, or vote of members or disinterested Trustees.

7. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.

ARTICLE X

AMENDMENTS

1. Bylaws. The Bylaws may be amended by the affirmative vote of a majority of the votes cast by the Trustees entitled to vote at a meeting of the Board at which a quorum is present, subject to the written consent of the Association Member.

2. Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of at least two-thirds (2/3) of the Trustees in office at a meeting of the Board, subject to the written consent of the Association Member.