

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

**ARTICLE I
OFFICES**

Section 1.1 REGISTERED OFFICE. The registered office required by the Alabama Business and Nonprofit Entities Code (the "Code") shall be established and maintained in the City of Birmingham, County of Jefferson, State of Alabama. The Board of Directors from time to time may change the address of the registered office, as provided in the Code.

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

**ARTICLE II
MEMBERS**

Section 2.1 MEMBERS. The Corporation shall have no members.

**ARTICLE III
DIRECTORS**

Section 3.1 MANAGEMENT OF CORPORATION. Except as may otherwise be provided by law or in the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (sometimes herein the "Board"), except as expressly provided in these Bylaws, in the Articles of Incorporation, or by law in order to maintain nonprofit status under Section 501(c)(3) of the Internal Revenue Code.

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

Section 3.2 NUMBER AND TENURE. The number of directors constituting the Board shall be the number set forth in the Articles of Incorporation or such other number as shall be determined by the Board and set forth in these Bylaws.

The number of directors shall not be more than eighteen (18) or fewer than six (6). The directors shall be divided equally into three (3) groups with the only difference among the groups being the times of expiration of the respective terms of office. Subject to the terms of these Bylaws, each director shall be appointed and serve for a term three (3) years, except to the extent a shorter term is necessary to achieve an equal number of staggered terms.

Directors shall be recommended to the Board by the Governance Committee. New directors shall be approved by a majority vote. A director shall not serve more than three consecutive terms. Directors shall hold office until their terms have expired and their successors shall have been duly elected and qualified, or until their deaths, or until they shall resign or have been removed from office as provided in these Bylaws.

Section 3.3 VACANCIES, RESIGNATIONS AND REMOVALS. Any vacancy shall be filled by

recommendation of the Governance Committee and a majority vote of the Board, notwithstanding that the number of remaining directors is less than a quorum. A director elected to fill a vacancy shall be elected to serve the unexpired term of his or her predecessor, provided that a director elected to fill a vacancy by reason of an increase in the number of directors shall be elected to serve only until the next election of directors.

Any director or member of a committee may resign at any time. The Governance Committee may accept the unexcused absence of a director at more than two meetings in a calendar year as an immediate resignation from the Board and may refer such resignation to the Board for acceptance and replacement by a majority vote.

Upon motion by the Governance Committee, a director may be removed, with or without cause, by majority vote of the Board.

Section 3.4 QUALIFICATIONS. The Board shall consist of individual directors with the personal and professional talents and experience to understand and facilitate the Corporation's mission and the needs of Corporation's clients and stakeholders, and to provide advice and counsel to the staff and volunteers of the Corporation in carrying out their delegated duties and responsibilities. Each member of the Board shall dedicate sufficient time, energy and attention to ensure diligent and prompt performance of director duties; comply with the duties and responsibilities set forth in these Bylaws; comply with the duties of care, loyalty and confidentiality, and all duties imposed on directors of nonprofit corporations by applicable law; and adhere to the Corporation's Conflicts of Interest Policy, and all of the Corporation's policies and charters in effect from time to time. Upon appointment to the Board, prior to assuming the position, each director and officer shall review and sign a board pledge acknowledging receipt and compliance with these Bylaws and all Board policies, including attendance, and stating the director's personal financial pledge to the Corporation. Directors should be persons of good character and should, at a minimum, possess the personal characteristics of integrity (demonstrating high ethical standards and integrity in personal and professional dealings); accountability (demonstrating a willingness to be accountable for decisions and actions as a director); judgment (demonstrating the ability to provide wise and thoughtful counsel on a broad range of issues); responsibility (demonstrating an ability to interact with peers in a manner that encourages open, frank and challenging discussion in an atmosphere of courtesy and mutual respect); high performance (demonstrating a history of achievement that reflects high personal and professional standards for themselves and others); commitment and enthusiasm (demonstrating energy and engagement for the mission and performance of the Corporation, in absolute terms and in relation to peers). Directors need not be residents of the State of Alabama but should have personal or professional ties to the Corporation's area of operation.

The Governance Committee shall assist the Board in determining the appropriate characteristics, skills and experience for individual directors and the Board as a whole. In evaluating the suitability of individual nominees for directors and officers, the Governance Committee and the Board shall consider relevant factors, including, but not limited to, an understanding of the Corporation's mission and the needs and experiences of the Corporation's clients and stakeholders; a general understanding of marketing, fundraising, finance, corporate strategy and other elements relevant to the operation of a nonprofit corporation in the prevailing business and legal environment; educational and professional background, to ensure a broad range of legal experience on the Board; standing and experience in the community, to ensure a strong relationship between the Corporation and legal, business, and corporate leaders, and representatives of state, local and federal government, for purposes of raising funds, attracting volunteers, recruiting and retaining qualified employees, and securing appropriate resources and support for the Corporation and its mission; and diversity of skills, perspectives and experiences that reflect the community as a whole and respects the needs and experiences of the Corporation's clients and stakeholders.

Section 3.5 ANNUAL MEETINGS. The annual meeting of the Board, shall be held in the month of

December on such day and date, and at such time and place, as shall be determined by resolution of the Board or by the president of the Corporation. At least ten (10) days prior to the date of the annual meeting, the president of the Corporation shall give notice of such meeting to each director in the manner hereinafter provided for special meetings. If the election of directors shall not be held on the day designated for the annual meeting of the Board, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as may be conveniently held.

Section 3.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board or any committee may be held with or without notice, at such places and times as shall be determined from time to time by resolution of the Board. The president shall determine and publish to the Board a schedule of regular meetings. Meetings of each committee shall be set by the chair of such committee.

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

Such notice or call of a special meeting of the Board shall be in writing and shall contain a statement of business to be transacted at, or the purpose of, such special meeting. If the president refuses or fails to give notice of any such meeting on the written request of any two directors, the notice of the same may be given by such directors.

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

Section 3.7 MEETING BY TELEPHONE. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or such committee by telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time and that participation by such means constitutes practical presence at such meeting.

Section 3.8 QUORUM OF DIRECTORS. One-third (1/3) of the directors then serving on the Board shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the Articles of Incorporation, by these Bylaws or by the Code.

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

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

Notwithstanding the provisions of this Section 3.8, amendment of these Bylaws or of the Articles of Incorporation requires the affirmative vote of the majority of the directors as set forth in Article VII.

Section 3.9 WAIVER OF NOTICE. Whenever any notice is required to be given to any director of the Corporation under the provisions of the Code, the Articles of Incorporation, or these Bylaws, a waiver

thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board, or any committee designated thereby, need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws.

Section 3.10 ACTION WITHOUT MEETING. Any action required to be taken at any meeting of the Board, or any action which may be taken at a meeting of the Board or of a committee, may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Said writing may be by electronic mail or other electronic means. Such consent shall have the same effect as a unanimous vote and shall be filed with the minutes of proceedings of the Board or committee.

Section 3.11 COMPENSATION. The directors shall serve without compensation; provided, however, that a director from time to time may apply to the Board for reimbursement of reasonable and necessary expenses incurred in connection with Board service, which reimbursement must be approved by majority vote of the Board. The Corporation shall not lend money to directors or officers.

ARTICLE IV OFFICERS

Section 4.1 OFFICERS. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, plus such other officers and assistant officers as may be approved by a majority of the Board.

Section 4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board at its annual meeting. Each officer shall hold office at the pleasure of the Board from the date of his or her election until the next annual meeting of the Board at which his or her successor is duly elected and qualified, or until his or her death or resignation or removal from office in the manner hereinafter provided. In no event shall any one term of an officer be in excess of three years from election.

Section 4.3 PRESIDENT. The president shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The president shall preside at all meetings of the Board and shall have general supervision, direction and control of the business and activities of the Corporation. Except as the Board shall authorize the execution thereof in some other manner, the president shall execute bonds, mortgages and other contracts on behalf of the Corporation.

Section 4.4 VICE PRESIDENT AND VICE PRESIDENTS. Except where prohibited by law, the vice president, in the absence, unavailability or inability of the president to act, shall have all the power of the president and shall exercise the functions and discharge all the duties of the President during such absence. The vice president shall serve as a liaison to the Birmingham Bar Association and Birmingham Bar Foundation to provide support of events benefitting the Corporation and shall perform such other duties as assigned by the Board.

Section 4.5 TREASURER. The treasurer shall provide oversight of the finances and financial development of organization by attending all board meetings, serving as the chair of the finance committee, reviewing the monthly financials and providing the financials to the Board for review, and presenting the annual budget to the Board for approval.

Section 4.6 SECRETARY. The secretary shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or the Board.

Section 4.7 RESIGNATION. Any officer may resign at any time, and such resignation shall be in writing and become effective at the time specified therein, or if no time be so specified, then upon its receipt by the president. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 REMOVAL. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board, whenever in the Board's judgment the best interests of the Corporation would be served thereby.

Section 4.9 VACANCIES. Vacancies in any office arising from any cause may be filled for the unexpired portion of the term by the Board at any annual, regular or special meeting.

Section 4.10 DELEGATION OF POWERS. In the case of the inability to act of any officer of the Corporation or of any person herein authorized to act in his or her place, the Board may delegate the powers or duties of such officer to any other officer, or any director or other person.

Section 4.11 COMPENSATION. The officers of the Corporation shall serve without compensation. The officers of the Corporation shall be entitled to reimbursement of reasonable and necessary expenses incurred in attending to their authorized duties; provided (a) expense reimbursement of any officer other than the president shall be subject to the review and approval of the president; and (b) expense reimbursement of the president shall be subject to the joint review and approval of the treasurer and the secretary.

ARTICLE V COMMITTEES

Section 5.1 FORMATION AND COMPOSITION OF COMMITTEES. In addition to the standing advisory committees created by these Bylaws, the Board may, by resolution or resolutions passed by a majority of the Board, designate one or more advisory committees, each of which shall consist of not fewer than three (3) directors and such other persons as approved by the Board. Each advisory committee shall have and exercise the authority of the Board in the oversight and management of the Corporation to the extent provided in the Board resolution designating such committee, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending or restating the Articles of Incorporation of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any action or resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by such committee.

The standing advisory committees of the Corporation shall consist of the following:

A. Executive Committee. The Executive Committee shall be chaired by the president and shall consist of the president, vice president, treasurer and secretary and shall (a) provide executive oversight and support, including, without limitation, with regard to operating, personnel and compensation matters; (b)

evaluate the executive director and make recommendations on compensation and performance issues to the Board and its committees; (c) act in the Board’s absence on time-sensitive matters in compliance with these Bylaws; (d) establish agendas for Board meetings; and (e) appoint committee members and chairs and oversee the functions of other committees in compliance with these Bylaws and committee charters.

B. Finance and Development. The Finance and Development Committee shall be chaired by the treasurer and shall consist of persons appointed by the Board in accordance with these Bylaws and shall (a) develop, review, recommend and advise the Board on budgets, projections, cash flows, investments, financial performance, financial reporting and related issues; (b) develop, review, recommend and advise the Board on long-term financial and investment goals, policies and practices, and harmonize with strategic and operational initiatives; (c) oversee and monitor the Corporation’s revenue and fundraising activities and strategies, including grants, donations, government programs, and events, and facilitate director and officer engagement and participation in such activities; and (d) undertake such other actions and duties as prescribed by the Board from time to time.

C. Audit Committee. The Audit Committee shall be chaired by a director appointed by the Board and shall consist of persons appointed by the Board in accordance with these Bylaws and shall (a) review and advise the Board and the performance of the Corporation’s independent auditor and make recommendations to the Board on retention, terms of engagement and termination of the Corporation’s independent auditor; (b) review and approve the independent auditor’s audit plan and related financial statements and documents; (c) review, advise the Board and make recommendations to the Board with respect to audits and related financial statements, reports, comments, management letters and other documents; (d) review and provide advice and recommendation to the Board regarding tax, compliance and risk management, including policies, coverage and engagement of professionals; and (e) oversee and monitor the Corporation’s Whistleblower Policy, including the receipt and disposition of complaints in accordance with the Whistleblower Policy.

D. Governance Committee. The Governance Committee shall be chaired by a director appointed by the Board and shall consist of persons appointed by the Board in accordance with these Bylaws and shall (a) identify, vet and recommend to the Board a slate of directors and officers for the Annual Meeting and individual directors and officers to fill vacancies from time to time in accordance with these Bylaws; (b) periodically, and not less than annually, review these Bylaws, all committee charters, and governance policies of the Corporation, including, without limitation, the Whistleblower Policy, the Conflicts of Interest Policy, and the Record Retention Policy, and recommend changes or amendments to the Board or appropriate committee; (c) review and advise the Board on the need for new or additional charters and policies; and (d) oversee and monitor the Corporation’s Conflicts of Interest Policy, including the disclosure of potential conflicts and the procedures for determining and addressing potential conflicts.

Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by the Board.

Each committee designated by the Board shall prepare and submit to the Board for approval a charter in a form generally prescribed by the Governance Committee outlining the duties, purpose and objectives of the committee.

**ARTICLE VI
GENERAL**

Section 6.1 FISCAL YEAR. The Corporation shall use a calendar year for financial accounting purposes and all other purposes.

Section 6.2 CHECKS AND NOTES. All checks, drafts or demands for the payment of moneys, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or agent of the Corporation and in such manner as shall from time to time be determined by policies and procedures adopted by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or the secretary and countersigned by the president or a vice president of the Corporation.

Section 6.3 DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation in one or more banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as may be designated by the Board, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws.

Section 6.4 CORPORATE SEAL. The Board may select a corporate seal and have inscribed thereon the name of the Corporation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 6.5 VOTING OF CORPORATION'S SECURITIES. Unless otherwise ordered by the Board, the president or any vice-president, or such other officer as may be designated by the board of directors to act in the absence of the president or any vice-president, shall have full power and authority on behalf of the Corporation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any corporation in which the Corporation may hold securities, and at such meetings the president, or such other officer of the Corporation, or such proxy shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the corporation might have possessed and exercised, if present. The secretary may affix the corporate seal to any such proxy or proxies so executed by the president, or such other officer, and attest the same.

Section 6.6 GIFTS AND GRANTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

Section 6.7 BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its Board. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII AMENDMENTS

Section 7.1 BYLAWS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of a majority of the Board, upon written notice.

Section 7.2 ARTICLES OF INCORPORATION. The Articles of Incorporation may be altered, amended or repealed and new Articles of Incorporation may be adopted by vote of a majority of the Board, upon written notice.

ARTICLE VIII EXCULPATION OF DIRECTORS AND OFFICERS

Section 8.1 ACTS OF DIRECTOR OR OFFICER. No director or officer shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such director or officer in such capacity.

Section 8.2 ACTS OF OTHER DIRECTORS OR OFFICERS. No director or officer shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors or officers.

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

Section 9.1 IMMUNITY AND INDEMNIFICATION.

Pursuant to §10-3A-20(14) of the Code of Alabama, the Corporation provides to officers and directors the broadest indemnification authorized and permitted by law, including, but not limited to, against any and all liability, damages, judgments, costs, expenses, losses, fees, settlements and other amounts incurred, imposed or suffered related to or on account of services to the Corporation. In addition, and without limitation of the foregoing, the directors, officers, employees and volunteers performing services for the Corporation shall receive the full benefit of the immunity provided by the Volunteer Service Act, as set forth in Section 6-5-336 of the Alabama Code.

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

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

DATE OF ADOPTION

These bylaws were adopted by the Governance Committee on March 6th, 2019 and approved by the Board of Directors on March 13th, 2019.