

Company Use Only
Effective _____

## NATIONAL DISABLED LEGAL PROFESSIONALS ASSOCIATION

### CONSENT IN LIEU OF ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

The undersigned, being all the Directors of National Disabled Legal Professionals Association, a District of Columbia nonprofit corporation (the "**Corporation**"), by this instrument in lieu of an organizational meeting of the Board of Directors of the Corporation (the "**Board**"), hereby consent to the adoption of the following resolutions, which will be effective when all the Directors have signed this Consent or a counterpart of this Consent, either manually or electronically, and hereby waive any notices required by law with respect thereto:

#### BYLAWS

RESOLVED, that the Board hereby approves and adopts the Bylaws of the Corporation in the form attached to this Consent as **Exhibit A**.

#### ELECTION OF OFFICERS

RESOLVED, that the following persons are hereby elected to serve as officers of the Corporation, each for a term expiring on his or her death, resignation or removal from office, or the election and qualification of a successor to such office:

President	Jabari Link
Secretary	Jordan Berger
Treasurer	Lucy Trieshmann

#### GENERAL BANKING AND SIGNATORY RESOLUTION

RESOLVED:

1. That any two officers of the Corporation acting jointly are authorized to designate banks to maintain accounts for the corporation, and to designate the persons who shall have authority to sign checks on behalf of the Corporation. However, no instrument required to be signed by more than one officer may be signed by one person in more than one capacity.
2. Any banks in which accounts are maintained by the Corporation are authorized to honor checks for the payment of money signed by such persons and in the manner designated from time to time.

3. Such officers of the Corporation are also authorized to revoke the authority of any persons authorized to sign and to designate additional persons to sign.

## **GENERAL CONTRACTING AUTHORITY**

RESOLVED, that any two officers of the Corporation acting jointly are authorized to commit the Corporation to the purchase, sale or lease, of real or personal property, tangible or intangible, or products or services, to make or participate in any such purchase, sale or lease on credit, and to execute contracts, leases, deeds, bills of sale, easements, trust agreements, guarantees, indemnities, licenses and permits and other instruments with respect to any of the foregoing and that such officers shall have the authority to delegate in writing all or any part of such authority to such person or persons as they may from time to time deem advisable, the authority so delegated to remain in full force and effect in accordance with the terms of the delegation; and that such officers are authorized to revoke in writing the authority of said designated person or persons. However, no instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

## **APPLICATION FOR RECOGNITION OF EXEMPTION**

RESOLVED, that the Corporation is hereby authorized to file an application for recognition of exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute and file all documents and to take such other actions as they deem necessary or desirable in order to make application for tax-exempt status.

## **STATE REGISTRATIONS**

RESOLVED, that the officers of the Corporation are hereby authorized and directed to take any and all actions necessary and appropriate to register the Corporation with any and all state agencies as required of nonprofit corporations by statute in such jurisdictions.

## **BOARD POLICIES**

RESOLVED, that the Board hereby approves and adopts the Conflict of Interest Policy attached to this Consent as **Exhibit B**, the Document Retention Policy attached to this Consent as **Exhibit C** and the Whistleblower Policy attached to this Consent as **Exhibit D**.

*[Signature page follows.]*

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2/20/2024  
Dated: \_\_\_\_\_

2/25/2024  
Dated: \_\_\_\_\_

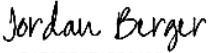
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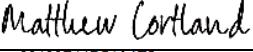
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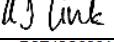
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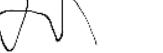
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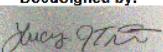
DocuSigned by:  
  
Jordan Berger  
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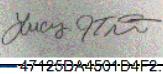
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AJ Link  
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Lucy Trieshmann  
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Rebecca Vallas  
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## EXHIBIT B

# BYLAWS OF National Disabled Legal Professionals Association

## ARTICLE I NAME

**SECTION 1.01.** *National Disabled Legal Professionals Association.* The name of the Corporation is **National Disabled Legal Professionals Association** (the “Corporation”).

## ARTICLE II OFFICES AND REGISTERED AGENT

**SECTION 2.01.** *Principal Office and Other Offices.* The principal office of the Corporation shall be located in Silver Spring, MD, or in such other place as may be specified by resolution of the Board of Directors. The Corporation may also have branch or subordinate offices at other places, within or without the District of Columbia, as the Board may designate.

**SECTION 2.02.** *Registered Office and Registered Agent.* The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The registered agent and address of the registered office may be changed from time to time by the Board of Directors.

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## ARTICLE III MEMBERS

**SECTION 3.01.** *Members.* The Corporation shall have a single category of members. Members shall be disabled lawyers, judges, policy experts, legislators, academics, and other legal workers, professionals, and organizers who commit to the principles and goals set forth by the Corporation. Membership in the Corporation is subject to approval by the Board. All members must pay required membership dues, if any, and shall have the right to vote on such matters as the Board may determine or as required by the Act. The Board may establish other categories of membership, with such rights and obligations as the Board may determine, and may further define the qualifications for membership eligibility in any category.

**SECTION 3.02.** *Determination of Membership Dues and Obligation to Pay.* The Board shall fix the amount of membership dues and/or assessments (if any) for all categories of membership. Membership dues shall be paid on an annual basis. Membership in the Corporation carries a

definite obligation to pay membership dues and any assessments established by the Board. Membership dues and assessments are not refundable for any reason.

**SECTION 3.03. *Duration of Membership.*** The term of membership in the Corporation shall be perpetual, provided that the member pays all required dues and subject to review by the Board.

**SECTION 3.04. *Termination of Membership.*** Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board, pursuant to procedures established by the Board. Membership in the Corporation also may be terminated by the timely (as determined by the Board) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy any relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as may be more fully described elsewhere in these Bylaws.

**SECTION 3.05. *Removal of Members.*** The Board may, by the affirmative vote of seventy-five percent (75%) of all Directors then in office, terminate the membership of any member for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board in its sole discretion. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board at the next regularly scheduled meeting of the Board. Abstention from voting shall be treated as a vote in favor of removal.

**SECTION 3.06. *Annual and Regular Meetings.*** Annual meetings of the membership may be held at such time and place, either within or without the District of Columbia, as may be designated by resolution of the Board, upon at least ten (10) days' prior notice. The Board may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the voting membership without notice required other than by these Bylaws and such resolution. Annual and regular meetings of the membership need not be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology pursuant to which members have the opportunity to read, hear, or otherwise participate in the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Annual and regular meetings must meet all access needs necessary to give each member the opportunity to fully participate.

**SECTION 3.07. *Special Meetings.*** Special meetings of the membership may be called by or at the request of the President, the majority of the entire Board, or at the written demand of fifty percent (50%) of all members then existing. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them. Special meetings of the membership need not be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology pursuant to which members have the opportunity to read, hear or otherwise participate in the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Special meetings must meet all access needs necessary to give each member the

opportunity to fully participate; any meeting that does not meet these needs shall be adjourned and rescheduled.

**SECTION 3.08. *Notice.*** Notice of any special meeting of the membership shall be delivered to each member by mail, overnight courier, telecopier, email, or other mode of written transmittal, or orally either in person or by telephone or video call, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any members may waive notice of any meeting before, at, or after such meeting.

**SECTION 3.09. *Quorum.*** A majority of all then-existing members shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if fewer members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**SECTION 3.10. *Chair of Membership.*** The President shall preside as Chair at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Treasurer shall serve as temporary Chair.

**SECTION 3.11. *Manner of Acting.*** The act of a majority of the members represented at a duly called meeting of the members at which a quorum is present shall be the act of the membership, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board, any action which may be or is required to be taken at a meeting of the members may be conducted by U.S. mail ballot, fax ballot, email ballot, or any other method of voting provided for by the Act; provided that any such ballot or voting method shall account for all access needs of the members to the extent not inconsistent with the Act. In the event that voting by ballot cannot be made accessible to all members, the corporation shall take action at a duly called meeting instead. Such voting by ballot shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall be permitted.

**SECTION 3.12. *Teleconferencing / Electronic Meetings.*** Where and in the manner authorized by the Board and to the extent permitted by the Act, any person participating in a meeting of the members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

**SECTION 3.13. *Action by Unanimous Written Consent.*** Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such consents may be signed and submitted electronically.

**SECTION 3.14. *Minutes and Parliamentary Procedure.*** Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership. The minutes shall be submitted to the members for approval at the subsequent meeting of the members. The chair shall address any question of procedure that arises at a meeting of the membership with reference to the latest edition of Robert's Rules of Order, Newly Revised, to the extent consistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board.

## **ARTICLE IV BOARD OF DIRECTORS**

**SECTION 4.01. *Function of Board Directors.*** The general management of the affairs of the organization shall be vested in the Board of Directors, known herein as the "Board," which shall fix the organization's policies, authorize expenditures, and take all necessary and proper steps to carry out the charitable purposes of the organization and promote its best interests. The Board may establish committees to support the execution of its mission.

**SECTION 4.02. *Composition.*** The Board shall consist of not less than three (3) nor more than nine (9) members, the specific number to be set by resolution of the Board. The authorized number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not automatically shorten the tenure of office of any director. Directors need not be residents of the District of Columbia.

**SECTION 4.03. *Election and Tenure of Directors; Resignation.*** The members of the Corporation shall elect directors by the affirmative vote of a plurality of the votes cast by the members entitled to vote and present at a meeting at which a quorum of members is present. The terms of directors shall be staggered. The initial Board shall be divided into three substantially equal classes, and the directors in each class shall serve staggered terms of one, two, and three years, respectively. After these inaugural terms, each director shall hold office until the third annual meeting of the members following their election. The Board shall have the power to amend the length of director terms if the Board deems such change necessary. If a director's term expires and a successor has not been elected, such director shall continue to serve until a successor is elected or the number of directors is reduced. A director may be re-elected for additional terms, provided that a director may not serve for more than two (2) consecutive terms, and provided, further, that the members may vote to waive such term limits if they determine that no suitable replacement director can be found. Any director may resign at any time by giving written notice to the President of the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery.

**SECTION 4.04. *Removal of Directors.*** The members, by a two-thirds majority vote of the members present at a meeting at which a quorum is present, may remove any director of the Board with or without cause if the members determine that removal is in the best interests of the Corporation. The Board, by a two-thirds majority vote of the members present at a meeting at which a quorum is present, may remove a director for any reason permitted by the Act. The Board or members, as applicable, shall offer the opportunity to said director to be heard before removal, but such Board director shall not have a vote on the removal and the action by the Board or the

membership shall be final, conclusive, and without recourse on the director's part. Such votes shall be by secret ballot.

**SECTION 4.05.** *Vacancy on Board.* By a majority vote, the members may elect a successor(s) to complete an unexpired term in the event of one or more vacancies on the Board. A director elected to fill an existing vacancy shall hold office for the unexpired portion of the term, or until their death, resignation, or removal from office.

**SECTION 4.06. *Annual and Regular Meetings.*** The Corporation shall hold an annual meeting of its Board of Directors for (a) the election of officers and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the first quarter of the Corporation's fiscal year at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Act, or the Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Annual and regular meetings must meet all access needs necessary to give each Director the opportunity to fully participate.

**SECTION 4.07. *Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the President or any two directors. Unless the Articles of Incorporation, the Act, or the Bylaws provide otherwise, any business may be considered at any special meeting without such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting. Such meetings shall be held at a time and place and in a manner intended to make attendance possible for the entire Board of Directors in the reasonable discretion of those calling such meetings. Special meetings must meet all access needs necessary to give each director the opportunity to fully participate; any meeting that does not meet these needs shall be adjourned and rescheduled.

**SECTION 4.08. *Notice of Meeting; Waiver of Notice By Attendance or In Writing.*** The Secretary or the Secretary's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is (i) sent by email at least 72 hours before the time of the meeting, (ii) delivered personally to the director, (iii) left at the director's residence or usual place of business, (iv) communicated via telephone or video call, whether directly to the director, to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or by voice-messaging system or video messaging system, (v) sent by U.S. mail to the director's address as it shall appear on the Corporation's records, at least seven days before the time of the meeting, or (vi) when given in any other form or manner that is reasonably tailored to meet the accessibility needs of the director. The notice shall state the date and time of the meeting, and the place if other than the principal office of the Corporation. It need not specify the purpose of the meeting unless it is a special meeting notice.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director promptly upon arrival objects to the holding of the meeting or to the

business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting. A director may also waive notice in a writing executed by such director and filed with the records of the meeting either before or after the holding thereof. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement during the meeting being adjourned.

**SECTION 4.09. *Actions By Directors.***

(a) *General Actions.* Unless the Articles of Incorporation, the Act or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors.

(b) *Quorum.* A majority of the number of directors in office shall constitute a quorum for the transaction of business.

(c) *Voting and Adjournment.* The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the departure of enough directors to leave less than a quorum at the meeting, provided that any action is approved by at least a majority (or more, as required) of the required quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until a quorum is present, at which time any business may be transacted that may have been transacted at the meeting as originally called. Each director present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting.

(d) *Actions Without Meeting.* Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken is executed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

**SECTION 4.10. *Meeting by Conference Telephone or Virtual Meeting Software.***

Members of the Board of Directors may participate in a meeting by means of a videoconferencing system, conference telephone, or similar communications equipment if all persons participating in the meeting can communicate with one another simultaneously. Directors shall be permitted to participate using any communications equipment or technology that allows for simultaneous communication and enables access to meetings. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 4.11. *Compensation.*** None of the directors of this Corporation shall receive any compensation whatsoever for their services as such, but any director may be reimbursed for reasonable expenses incurred in connection with the activities of the Corporation. The Corporation may employ such agents, representatives, consultants, or employees as may be necessary to carry out properly the objectives and purposes for which the Corporation was formed. Nothing herein shall preclude a director or officer of the Corporation from serving the Corporation in any other capacity and receiving compensation for such services rendered.

**SECTION 4.12. *Attendance at Meetings.*** Directors are expected to make reasonable efforts to attend all meetings. Directors are expected to self-monitor and shall resign if they are not able to maintain their regular participation in meetings and/or fulfill their other responsibilities. When

possible, Directors shall inform the full Board of Directors in advance of a meeting of their anticipated absence.

## ARTICLE V BOARD COMMITTEES AND ADVISORY COMMITTEES

**SECTION 5.01. *Board Committees.*** The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees of the Board composed of one or more directors (a “Board Committee”). The Board of Directors may delegate to a Board Committee any of the powers of the Board, except the power to (a) elect or remove directors or Board committee members, (b), approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (c) amend the Articles of Incorporation or Bylaws; (d) fill vacancies on the Board or any Board committees; (e) authorize distributions; or (f) such other matters as the Board may determine by a majority vote of the directors.

**SECTION 5.02. *Special Committees.*** The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

**SECTION 5.03. *Meetings and Action of Board Committees.*** Meetings and actions of Board Committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws, provided that the time for regular meetings of such Board Committees and the calling of special meetings of such Board Committees may be determined either by Board resolution or by resolution of the Board Committee. Minutes of each meeting of a Board committee shall be kept and filed with the corporate records. The Board may adopt rules for the governance of any Board Committee; or, in the absence of rules adopted by the Board, the Board Committee may adopt such rules.

**SECTION 5.04. *Advisory Committees.*** The Board may create and appoint individuals to one or more advisory committees (“Advisory Committees”), each consisting of two or more directors, non-directors, or a combination of directors and non-directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation. Advisory Committees may make recommendations or provide advice to the Board or Board Committees and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. The Board may, at any time, revoke or modify any or all of the functions or responsibilities of an Advisory Committee.

**SECTION 5.05. *Appointments.*** All appointments for membership to standing committees, advisory committees, an advisory board, or special committees shall be made in the form of nominations submitted by a director to the full Board of Directors for its approval.

**SECTION 5.06. *Terms of Service.*** Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member’s successor is appointed, unless: (a) the committee shall be sooner terminated, (b) such member is removed from such committee, with or

without cause, by a vote of a two-thirds majority of the directors then in office, (c) such member shall cease to be a director or otherwise resign from such committee, or (d) the Board shall institute term limits on such service, each as applicable.

## ARTICLE VI OFFICERS OF THE CORPORATION

**SECTION 6.01. *Officers of the Corporation.*** The officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as the Board may elect, each of whom shall be duly elected and qualified directors of the Board. The Board may elect or appoint such other officers and assistant officers as may be deemed necessary or appropriate.

**SECTION 6.02. *President.*** The President shall be the principal executive officer of the Corporation and shall in general supervise and have charge of all of the affairs of the Corporation, pursuant to the direction and oversight of the Board. The President shall preside at meetings of the Corporation, call meetings of the Board of Directors, and prepare an agenda for such meetings. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by law to some other Officer or agent of the Corporation. The President shall supervise and provide direction to any employees of, or paid contractors to, the Corporation, if any, on a regular basis. The President shall also carry out other duties as assigned by the Board of Directors.

**SECTION 6.03. *Vice President.*** The Vice President, if any, shall serve in place of the President when the President is unable or unwilling to perform their necessary duties. The Vice President shall also perform such duties as requested by the President or the Board and other duties as assigned by the Board of Directors.

**SECTION 6.04. *Secretary.*** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of Board Committees and Advisory Committees. The minutes of meetings shall include, without limitation, the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given; and the names of those present at Board and Board Committee meetings. The Secretary shall give or cause to be given notice of all meetings of the Board and of Board Committees as required by law or by these Bylaws. The Secretary shall keep or cause to be kept at the Corporation's principal office, a copy of the Articles of Incorporation, these Bylaws of the Corporation, the rules of the Board of Directors, and other policy documents, each as amended from time to time. The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

**SECTION 6.05. *Treasurer.*** The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account, including accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports

as are required to be given by law, by these Bylaws, or by the Board. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, at the annual Board meeting and at such other times as requested, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

**SECTION 6.06. *Election and Tenure of Officers.*** The Board of Directors shall elect the officers of the Corporation, who shall be elected for terms of three years. An officer may be re-elected for additional terms, provided that an officer may not serve for more than two (2) consecutive terms, and provided, further, that the Board of Directors may vote to waive such term limits if it determines that no suitable replacement officer can be found. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy which occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Board of Directors.

**SECTION 6.07. *Vacancies.*** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board. An officer elected to fill a vacancy shall serve for the unexpired portion of the term of such officer's predecessor, if any.

## **ARTICLE VII** **ADMINISTRATIVE OFFICERS**

**SECTION 7.01. *Executive Director.*** The Board may decide to hire an Executive Director.

(a) The Executive Director shall report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for the hiring, supervision, and termination of other employees of the Corporation, if any, and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors. The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors. For the purpose of determining the number of directors serving the Corporation, the Executive Director shall not be considered a member of the Board of Directors.

(b) The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the directors of the Corporation. The Executive Director may be removed, with or without cause, by a two-thirds majority of the directors of the Corporation. The Executive Director shall report to the Board, and between Board meetings to the President of the Board.

(c) The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws to some other officer or agent of the Corporation or shall be required by the law to be otherwise signed or executed.

## ARTICLE VIII FINANCES

**SECTION 8.01. Gifts.** The Board or its delegate may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

**SECTION 8.02. Grants.** The Board shall exercise, or delegate subject to its supervision, control over grants, contributions, and other financial assistance provided by the Corporation, including, without limitation, those made in connection with fiscal sponsorship relationships.

**SECTION 8.03. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories or agency organizations as the Board may authorize.

**SECTION 8.04. Contracts.** The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the Executive Director and the Treasurer, acting jointly, are authorized to execute such instruments on behalf of the corporation in accordance with Section 7.01(c) of these Bylaws.

**SECTION 8.05. Checks, Drafts, Etc.** All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the President, the Treasurer, or by the designee(s) of the President or Treasurer; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such delegated authority. Financial documents in excess of \$5,000 must be executed by two authorized signatories.

**SECTION 8.06. Fiscal Year.** The fiscal year of the Corporation shall be the twelve-month calendar period ending December in each year, unless otherwise provided by the Board of Directors.

## Article IX TERMINATION AND DISSOLUTION

**SECTION 9.01. Dissolution Procedure.** The Corporation shall neither cease to pursue the activities it was organized to perform as described in its Articles of Incorporation, nor undertake to dissolve itself, nor undertake to transfer its functions or activities to any other organization or

organizations unless and until such contemplated action shall have been (1) approved by a three-fourths vote of all the then existing directors of the Board, (2) submitted to the membership for approval at a meeting of the members, with notice having been properly given and stating that the purpose of the meeting is to consider the dissolution of the Corporation and the plan for the distribution of assets, and (3) approved by a vote of the members at a meeting at which there is a quorum.

## **ARTICLE X** **MISCELLANEOUS**

**SECTION 10.01. *Financial Reporting.*** The Corporation shall produce and distribute the financial and other reports required by the Nonprofit Corporation Act.

**SECTION 10.02. *Electronic Transmissions.*** Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws (including, without limitation, the written consents contemplated by Section 5.10) include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as email or facsimile, provided (i) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (ii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**SECTION 10.02. *Books and Records.*** (a) The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of the Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation, Bylaws, committee charters and designated body charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

(b) Every director shall have the right at any reasonable time to inspect the Corporation’s books, records, documents, and physical properties. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts.

**SECTION 10.03. *Severability.*** Every provision of this Article X is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article X.

**SECTION 10.04 *Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 10.05. *Amendments.*** The Board of Directors shall have the power to amend the Bylaws by the affirmative vote of two-thirds of all directors of the Board of Directors provided

that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote. Members have no right to amend these Bylaws unless membership approval is required by the Act.

## ARTICLE XI ACCESSIBILITY

**SECTION 11.01. *Accessible and Inclusive Environment.*** The Board of Directors shall foster an accessible and inclusive organization that centers the perspectives and needs of disabled legal professionals, including disabled legal professionals of color and multi-marginalized disabled legal professionals.

**SECTION 11.02. *Accommodations.*** The Board of Directors shall follow all applicable laws and such policies as it may adopt from time to time related to providing accommodations to members of the Corporation, the Board of Directors, employees, and any individual who seeks to interact with the Corporation. Nothing in these bylaws shall be construed to limit the availability of appropriate and reasonable accommodations. Reasonable accommodation policies shall extend to volunteers, interns, and contractors working with the Board of Directors or any other agent or representative of the Corporation. Directors, officers, and members of the Corporation who desire accommodations shall report known accessibility and accommodation needs to the Secretary of the Corporation as soon as practicable upon their election as a director or officer, or their admission as a member.

**SECTION 11.03. *General Accessibility.*** The Board of Directors shall construe all bylaws of the Corporation, and other governing documents, in the broadest and most inclusive way possible to maximize access for members, the Board of Directors, staff, volunteers, contractors, and anyone interacting with the Corporation or the Board. The Board of Directors shall not amend or replace these bylaws or the Corporation's Articles of Incorporation with the intention of limiting the scope of available access supports.

**SECTION 11.04. *Access Friction.*** In situations where the needs of Directors, staff, volunteers, contractors, and anyone interacting with the Corporation or the Board may be contradictory, the Board of Directors shall make good faith efforts to provide as much access to as many individuals as feasible.

Adopted and Approved by the Board of Directors on 2/20/2024  
Date

## **NATIONAL DISABLED LEGAL PROFESSIONALS ASSOCIATION**

### **CONFLICT OF INTEREST POLICY**

#### **ARTICLE 1. PURPOSE**

The purpose of this conflict of interest policy is to protect the interests of National Disabled Legal Professionals Association (the "**Corporation**") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE 2. DEFINITIONS**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **ARTICLE 3. PROCEDURES**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or anticipated financial benefit and be given the

opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. The governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflict of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE 4. RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE 5. COMPENSATION**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE 6. PERIODIC STATEMENTS**

Each director and officer shall periodically sign a statement that affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the Corporation is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



**NATIONAL DISABLED LEGAL PROFESSIONALS ASSOCIATION**  
**CONFLICT OF INTEREST QUESTIONNAIRE**

This Questionnaire is to be completed annually by all Corporation officers and directors.

**NAME AND BACKGROUND INFORMATION**

Name \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone Number: \_\_\_\_\_

Position with the Corporation: \_\_\_\_\_

**CONFLICT OF INTEREST INFORMATION**

**Investments.** Identify any investments\* that you or a member of your family has or had during the last five (5) years in any organization that has, does, or is likely to provide goods or services to the Corporation:

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// None

\* “Investments” for purposes of this disclosure do not include securities of a publicly traded company if (a) such securities are less than 5% of the outstanding securities of the publicly traded company, and (b) the fair market value of such securities is less than 5% of the owner’s annual gross income.

**Director or Other Services.** Identify any services that you or a member of your family provides or provided with the last five (5) years as a director, partner, principal, manager, employee or consultant to any organization that does, has, or is likely to provide goods or services to the Corporation:

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// None

**Interests in Transactions.** Identify any interest that you or a member of your family or any organization in which you have an interest (e.g., a corporation or partnership) has had in any transaction during the last five (5) years, to which the Corporation or any related organization, was a party (e.g., loans, sales of goods or services, guarantees):

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// None

**Positions in Grant Applicants.** Identify any position that you or a member of your immediate family holds as a director, trustee or officer of any organization that currently receives or seeks, or is anticipated to receive or seek, grant funding from the Organization:

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// None

**Financial Relationship with Grant Applicants.** Identify any financial relationship, including as an employee or a paid consultant, that you or a member of your immediate family has with any organization that currently receives or seeks, or is anticipated to receive or seek, grant funding from the Organization:

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// None

**Other.** Identify any other circumstances affecting you or members of your family that might appear to involve a conflict of interest, actual or potential, and any circumstances that could be viewed as use of information relating to the Corporation's business for personal profit or advantage:

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// None

#### **ACKNOWLEDGMENT AND SIGNATURE**

To the best of my knowledge and belief, the above information is true and accurate. I have received a copy of the Corporation's Conflict of Interest Policy, which I have read and understand, and I hereby agree to comply with it.

Executed as of \_\_\_\_\_.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT C**

**NATIONAL DISABLED LEGAL PROFESSIONALS ASSOCIATION**

**DOCUMENT RETENTION POLICY**

**1. Purpose**

The purpose of the Document Retention Policy is to ensure that National Disabled Legal Professionals Association (the "**Corporation**") properly retains and disposes of electronic and paper documents that are required for legal or operational purposes. This Policy covers all the Corporation records, including written, printed, and recorded matter, and electronic records, including e-mails. The Corporation shall adhere to the following guidelines for proper retention of documents.

**2. Document Retention Guidelines**

**2.1. Corporate/Organizational Records**

<b>Description of record(s)</b>	<b>Disposition</b>
Incorporation documents, including Articles of Incorporation, Bylaws, and related documents	Permanent.
Tax-exemption documents, including application for tax exemption, IRS determination letter and any related documents	Permanent. Federal law requires copies of these documents to be held at the Corporation's headquarters office. These records must be available for public inspection upon request.
Board minutes and consents	Permanent.

**2.2. Financial Records**

<b>Description of record(s)</b>	<b>Disposition</b>
Treasurer's year-end financial report/statement	At least seven years.
Audit reports	Permanent.
Deeds and mortgages	At least seven years after disposal of property or mortgage.

<b>Description of record(s)</b>	<b>Disposition</b>
Depreciation schedules	At least seven years after property has been disposed.
Accounts payable ledgers and schedules	At least seven years.
Bank statements, canceled checks, check registers, investment statements, and related documents	At least seven years.
Audit committee reports	At least seven years.
Treasurer's periodic reports	At least three years.
Annual Information Returns (Form 990) and applicable schedules	At least seven years. Federal law requires that the three most recent years' returns be kept in the Corporation's headquarters office and be made available for public inspection upon request.

### 2.3. Other Documents

<b>Description of record(s)</b>	<b>Disposition</b>
Patents and related papers	Permanent.
Trademark registrations and copyrights	At least seven years after expiration.
Insurance records, current accident reports, claims, and policies	Permanent.
Pension/retirement plan documentation and filings	Permanent.
Official grant files, including original grant proposals, grant agreements, and final grantee reports	At least seven years.
Payroll records, summaries, timesheets, and tax withholding statements	At least seven years.

<b>Description of record(s)</b>	<b>Disposition</b>
Personnel files (terminated employees)	At least seven years.
Expired contracts, notes, and leases	At least seven years.
Employment applications	At least three years.
General correspondence	At least two years.
Legal correspondence and important matters correspondence	At least seven years.
Grant program files, including informal correspondence, project updates, media clippings, work product produced using the grants, and invitations to events	At least until close of grant.

### **3. Document Destruction**

Management shall be responsible for the ongoing process of identifying documents, that have met the required retention period and overseeing their destruction. The Corporation shall use a secure destruction method to dispose of the above documents.

### **4. Suspension in the Event of Litigation**

If a lawsuit, governmental investigation, or subpoena is filed, served, or appears imminent, this Policy shall be suspended, and the Corporation shall retain all documents relating to the lawsuit or potential legal issue(s) or audits.

## EXHIBIT D

### NATIONAL DISABLED LEGAL PROFESSIONALS ASSOCIATION WHISTLEBLOWER POLICY

National Disabled Legal Professionals Association (the "**Corporation**") is committed to maintaining a workplace where employees, volunteers, constituents, officers and directors are free to raise good-faith concerns regarding the Corporation's practices and operations, specifically (1) reporting suspected violations of the law on the part of the Corporation or its employees, volunteers, officers or directors, including but not limited to federal laws and regulations, and (2) providing truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or other governmental body.

An employee, volunteer, constituent, officer or director who wishes to report a suspected violation of the law or the Corporation policy may do so confidentially by contacting any director.

The Corporation expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against the person(s) who report suspected violations of the law or who cooperate in inquiries or investigations. Any person who engages in retaliation will be subject to discipline up to and including termination.

Any person who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of the law or the Corporation policy should immediately report the retaliation to any director.

Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation. The Board will conduct, or designate other internal or external parties to conduct, the investigations.

The Board of Directors will cause to be retained - on a strictly confidential basis for a period of seven years - all records relating to any complaint and to the investigation and resolution thereof. All such records are confidential to the Corporation and such records will be considered privileged and confidential.