

BY-LAWS
of
NEIGHBORHOOD LEGAL SERVICES, INC.

ARTICLE I

The principal office of the corporation shall be in the City of Buffalo, County of Erie, State of New York. The corporation may also have branch offices, business locations or projects at such other places within the State of New York as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II

Members of the corporation shall be those persons selected to be Directors of said corporation as hereinafter provided.

ARTICLE III

The Annual Meeting of the corporation shall take place at the regularly scheduled Board Meeting in October of each year wherein new members and officers of the Board of Directors shall be elected and the by-laws shall be reviewed and revised where appropriate.

ARTICLE IV

1. The Board of Directors shall be composed of fifteen (15) voting members who shall be selected by the following procedures:

A. Ten (10) Board Members shall be attorneys admitted, in good standing, to practice in New York State. Attorney members shall be selected in a manner that results in the corporation's board reasonably reflecting the diversity of the eligible client population served by the corporation and otherwise being in compliance with Legal Services Corporation Congressional restrictions and regulations (45 C.F.R. § 1607). Attorney members shall be appointed in the following manner:

- 3 by the Erie County Bar Association;
- 2 by the Minority Bar Association of Western New York;
- 2 by the Women's Bar Association Western New York Chapter or Women's Lawyers Association;
- 1 by the Niagara Falls Bar Association, Bar Association of the Tonawandas, Niagara County Bar Association, or Lockport Bar Association;
- 1 by the Orleans County Bar Association, Wyoming County Bar Association, or Genesee County Bar Association; and

1 by the SUNY Buffalo Law School.

B. Five (5) Board Members shall be, when selected, financially eligible to receive services from the corporation. Such client eligible members shall be selected so that they reasonably reflect the diversity of the eligible client population served by the corporation. Such client eligible members shall be appointed by client and neighborhood associations and community-based organizations that reflect, to the extent possible, the variety of interests within the client community. These associations and organizations may include Catholic Charities of Buffalo and Western New York, Community Action Organization of Erie County, Head Start, Genesee-Orleans Community Action, Genesee-Orleans Ministry of Concern, or other organizations designated by the Board that represent or serve indigent residents of the corporation's service area.

C. Any committee established by the Board shall reflect, as far as possible, the general composition of the Board with regard to attorney members and client representatives.

2. Board members must be persons who exhibit a sincere interest in providing high quality legal services to eligible clients. Members must have the requisite time to devote to the program, be willing to study and advise on general policy matters, and have an interest in developing and expanding legal services to the poor.

3. A. No person may serve as a member of the Board if he or she has a conflict of interest with the corporation or its goals or purposes.

B. No member of the Board may participate in any decision, action or recommendation with respect to any matter which directly benefits such member or pertains specifically to any firm or organization with which such member is then associated within a period of two years.

4. Board members shall be elected for a three (3) year term.

5. The term of each director shall begin immediately following the annual meeting; each director shall hold office until the expiration of the term for which he or she is elected and until his/her successor has been elected, or until the director resigns or is removed. No director may serve for more than two full terms in addition to any time spent filling an unexpired term.

6. Vacancies occurring in the Board for any reason may be filled in the same manner and by the same corporation or associations described in Paragraph 1 of this Article; if such vacancies are not filled within thirty days after written notice to such corporation or association, then the vacancies may be filled by the Board of Directors of Neighborhood Legal Services, Inc., in such a manner as the Board directs.

7. All corporations and associations described in Paragraph 1 of this article must notify the Board of Directors, in writing, of the person or persons named by their organizations to serve on the Board.

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8. Any director who absents himself or herself from three consecutive meetings may be removed from the Board of Directors by a majority vote of the Directors at any meeting at which a quorum is present.
9. Six (6) members of the Board shall constitute a quorum for the transaction of business.
10. Unless otherwise required herein, the vote of a majority of the members present shall be the act of the Board.
11. The Board may hold its meetings at the office of the corporation or at such other places as it may from time to time determine. The Board may hold meetings by teleconference. If the meeting is by teleconference, the meeting notice will clearly state that fact, and if the meeting is by teleconference, all Board members shall have the option of participating either by teleconference or in person by going to any office of the Corporation at the scheduled meeting time. Regular meetings of the Board will be held at the request of the president, vice-president, or twenty-five percent (25%) of the Board members.
12. A regular annual meeting of the Board shall be held immediately following the Annual Meeting for election of Directors.
13. A majority of the Directors, whether or not they constitute a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors.
14. The Board will elect the President, Vice-President and Secretary from among the Board members. No Board member can be elected to any one particular office for more than three consecutive years.
 - A. The President shall preside as chairman at all meetings of the Board of Directors.
 - B. During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President.
 - C. The Secretary, or his/her properly designated agent, shall attend all meetings of the Board; he/she shall keep all votes and minutes of all proceedings in a book to be kept for that purpose and perform such other duties as prescribed by the Board.
15. The Board of Directors shall have the general responsibility for management of the affairs of the corporation. The Board may from time to time establish standing or ad-hoc committees to meet between the monthly Board meetings in order to focus more effort on particular phases of the operation of the corporation. All committees shall meet regularly as appropriate to make recommendations to the full board on matters within the particular committee's jurisdiction.

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A. The Board shall consult with program staff and individuals and groups eligible for legal assistance insofar as possible before establishing policies.

B. The Board shall set eligibility criteria for the provision of legal assistance; these standards shall cover both financial eligibility of the applicant and the scope of legal services to be made available; all areas of civil law should be included and a full spectrum of legal work should be provided: Counseling, representation, litigation and appeals. The priorities may not be based on the nature of the remedy which would be employed in a particular area or be inconsistent with the duty of the legal profession to make full counsel fully available to all persons regardless of whether a client or cause may be unpopular or community reaction adverse.

C. The Board shall allocate the resources of the program in order to achieve maximum benefits for the client community of the corporation.

D. Neither the Board, nor any individual member of the board, shall have the authority to instruct the Executive Director or any member of the staff to engage in any given legal matter which is not within the standards of the program; nor shall the Board, or any individual member of the Board, instruct the Director or any member of the staff not to undertake any legal matter which is within the scope of the standards. Neither the Board nor any member thereof shall interfere at any time with the attorney-client relationship.

16. Prior written notice of all meetings of the Board shall be given to the staff of the corporation. All meetings of the Board shall be open to the public and any minutes of such meetings shall be available to the public.

The Board may conduct its affairs in executive session where two-thirds of those eligible to vote determine that it is necessary to protect the relationship between any attorney or paralegal and a client, or to protect the privacy of any employee or client. In such event, the minutes of the meeting shall reflect the holding of an executive session and reason therefor. All votes shall be taken at the public part of the meeting.

17. Proxy voting shall be prohibited.

18. No member of the Board of Directors shall receive any compensation from the corporation except for reimbursement of expenses as follows:

A. Travel: reimbursement may be made for transportation to and from official meetings or appointments by the least expensive, convenient means of transportation.

B. Baby-sitting expense: reimbursement may be made for the actual reasonable costs

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necessarily incurred for the care of young children of a Board member while such member attends an official meeting.

Only Board members who themselves would meet the financial eligibility requirements of the corporation may receive the above reimbursement by the corporation.

19. A Client Advisory Council shall be established for each neighborhood office in order to facilitate the maximum participation of those eligible for services in the planning, policy making and priority setting process.

ARTICLE V

1. The Executive Director shall be selected by and be responsible to the Board of Directors. Consideration will be given to experience in practice before the courts and knowledge of the services and agencies to which referrals may be made in carrying out the functions of the legal services program.

A. The Executive Director shall have the following responsibilities: to coordinate the activities of the legal services program with other agencies and programs concerned with the problems of poverty; to develop policies to implement the aims of the legal services program; to direct the internal operations of the legal services program in order to deliver services in an effective and efficient manner; to insure that the legal services program complies with the directives and regulations of all funding sources; to develop proposals and seek additional funding for the legal services program; to prepare reports and statements as to the program's operation; to attend legal conferences and meetings held in other cities and states; to provide for legal staff training by arranging conferences, seminars and regular staff meetings; to receive and resolve, if possible, any complaints with regard to the service provided by the program; to hire and evaluate the work of all program employees; and to assist in litigation whenever time permits.

ARTICLE VI

Clients who have grievances against the program may inform the Board of Directors of their concerns. The Board shall investigate any client grievance within thirty days of notification.

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ARTICLE VII

By-laws may be amended by the Board of Directors by a two-thirds vote of those present at any meeting at which a quorum is present. Notice of the proposed amendment must be sent to each Director in writing at least ten days before such meeting is held.

Revised 1982
Revised 10/84
Revised 1/04
Revised 3/06
Revised 12/11