

NEW HAMPSHIRE LEGAL ASSISTANCE

BYLAWS

ARTICLE 1

NAME

- 1.1 The name of the Corporation shall be New Hampshire Legal Assistance.

ARTICLE 2

PURPOSE

- 2.1 The purpose of this Corporation shall be to provide professional legal advice and service to the low-income and elderly residents of New Hampshire. This Corporation shall be a non-profit corporation organized under Chapter 292:1-a of the Revised Statutes Annotated, New Hampshire. This Corporation shall be empowered to accept financial or other forms of support from agencies of the federal government, or from state or local governments, or from corporations, foundations, trusts, charities, partnerships or other persons or entities in order to carry out the purpose of said corporation. No part of the funds or other forms of support donated or made available to this Corporation shall be used for any purpose other than that for which this Corporation is organized, nor shall any such funds inure to the benefit of any individual.
- 2.2 The services to be rendered by attorneys on the staff of this Corporation shall include advice and representation in civil legal matters; provided, however, that:
- a. Individuals under the age of sixty (60) and groups to whom assistance is rendered must meet minimum standards of indigence as established by the Board of Directors of the Corporation;
 - b. The individual or group assisted must be a resident within or subject to the jurisdiction of courts or agencies within New Hampshire; and
 - c. Except as set forth in Section 2.3 of these Bylaws, the type of case involved must not be fee-generating or one in which the party charged is guaranteed, under state or federal law or administrative practice, an attorney appointed by the court or agency and paid for at state or federal expense, or by such other means as the court may order.
- 2.3 The Corporation may undertake representation of a financially eligible individual or group in a case that otherwise might be considered fee-generating if:
- a. a referral to a private attorney is not feasible because
 - (1) The case has been rejected by at least two private attorneys; or

(2) Emergency circumstances compel immediate action before referral can be made; provided that the client is advised that, if appropriate, and consistent with professional responsibility, referral will be attempted at a later time; or

b. Recovery of damages is not the principal object of the case and a request for damages is merely ancillary to an action for equitable or other non-pecuniary relief, or inclusion of a counterclaim requesting damages is necessary for effective defense or because of applicable rules governing joinder of counterclaims; or

c. A court appoints the Corporation or an employee of the Corporation pursuant to a statute or a court rule or practice of equal applicability to all attorneys in the jurisdiction; or

d. An eligible client is seeking benefits under subchapter II of the Social Security Act, 42 U.S.C. 401, *et seq.*, as amended, Federal Old Age, Survivors, and Disability Insurance Benefits; or subchapter XVI of the Social Security Act, 42 U.S.C. 1381, *et seq.*, as amended, Supplemental Security Income for Aged, Blind, and Disabled.

2.4 The Corporation may represent eligible clients in all forums on all issues of concern to its client community, in class actions against governmental entities or private corporations, in the New Hampshire General Court and before local, state and federal administrative and regulatory agencies and adjudicatory bodies.

ARTICLE 3 **GOVERNING BOARD**

3.1 The Board of Directors, also to be known as the Governing Board, shall be composed of not fewer than 15 members, with the maximum number of members as deemed necessary by the Board of Directors. A majority of the Board members shall be lawyers. Other qualifications may be established from time to time by the Board after review and recommendation by the Board Development Committee.

3.2 The Board Development Committee of the Board of Directors may nominate Board members from the following groups:

a. Low income, elderly and community representatives

Low-income and/or elderly organizations, social service agencies, or community groups. Review of active groups will be made annually by the Board Development Committee prior to the nominations.

b. Lawyer representatives

Attorneys recommended by the New Hampshire Civil Liberties Union;

Attorneys recommended by other legal or advocacy organizations selected by the Board;

Attorneys recommended by the Board of Governors of the New Hampshire Bar Association;

Attorneys who have demonstrated a commitment to the delivery of quality legal services to the low-income and elderly.

c. Other persons

Other persons who are committed to the delivery of quality legal services to the low-income and elderly.

- 3.3 Directors shall serve for up to three years, with the terms of all Directors expiring at the Annual Meeting in 2011 and every third year thereafter. Directors may serve successive terms, up to a maximum of three full three-year terms; provided that this maximum may be exceeded with the consent of two-thirds of all of the other Directors. Directors shall serve at the pleasure of the Board, and may be removed by the Board at any time, with or without cause. Vacancies on the Board shall be filled in the same manner as the original appointment as soon as feasible after the vacancy occurs.
- 3.4 Meetings of the Directors shall be held not less than quarterly and at such places within the state as the Board determines. Special meetings may be called by the Chairperson or the President or by the Executive Director or upon the request of any three Directors. Notice of the time, date and place of each meeting shall be given at least 60 days beforehand if possible, but in no case less than 3 days beforehand; but notice may be waived orally or in writing by unanimous action of the Directors.
- 3.5 A quorum consisting of not less than 25% of the sitting Directors, but not less than five (5), shall be required at all meetings of the Board. A majority vote of the members of the Board present and voting shall be required to approve all actions. No proxy voting shall be permitted.
- 3.6 Any vote which might legally be taken by the Board at any meeting may also be taken by vote of the Directors between meetings, provided that such vote must be in writing and adopted by a majority of all of the Directors then in office. Such a vote may be taken by means of written consent, facsimile or electronic mail. Meetings may also be conducted by means of a conference telephone call or similar communications by means of which all persons participating in the meeting can hear each other and speak to one another.

- 3.7 Directors are expected to attend all meetings of the Board and of any committees of which they are members, and will be subject to replacement by the Board upon the recommendation of the Executive Committee for excessive absence, without regard to the cause of the absence.
- 3.8 There shall be an Executive Committee composed of the following: the Chairperson, President, Vice President, Secretary, and Treasurer; the Vice President of Legal Advice & Referral Center, Inc.; and any other person appointed by the Board. The Executive Director shall be invited to participate in meetings of the Executive Committee. The Executive Committee shall perform such functions of the Board of Directors as shall be assigned to it by the Board of Directors. Except as may be otherwise provided by the Board, the Executive Committee shall have all of the powers of the Board of Directors when the Board is not in session, except that it shall not have the power to hire or fire the Executive Director, adopt the annual budget, amend the Articles of Agreement or Bylaws, close any office, dissolve the Corporation, or take any other action that will have a material effect on its assets, programs, or services. The Committee shall keep a record of its meetings and promptly advise the full Board of actions taken at such meetings.
- 3.9 The Board shall be governed by the following conflict of interest rules:

Any Board member may serve as a Board member and/or officer of Legal Advice & Referral Center, Inc. Any such Board member shall attempt in good faith to diligently serve both organizations, without favoring one over the other.

Any potential or actual conflict of interest on the part of any member of the Board shall be disclosed to the other members of the Board.

No Board member shall vote on issues which present a potential or actual conflict of interest.

When doubt arises as to whether or not a potential or actual conflict of interest situation exists, the elected Board, excluding those with a potential or actual conflict, shall decide whether or not to invoke this by-law.

The foregoing policy shall not be construed as preventing a Board member from providing expertise or opinion when such information may be helpful to the Board in making its decisions.

The minutes of the meeting shall reflect any situation in which a potential conflict was disclosed, but in which situation the member either voted or the Board determined that such member could vote.

Any new member of the Board will be advised in writing of this policy upon entering on the duties of his or her office. The Executive Director shall be responsible for such notification.

No person employed by New Hampshire Legal Assistance and no immediate family member of any employee shall serve as a voting member of the Board.

- 3.10 No Board member shall receive any compensation for service on the Board, provided however that the Corporation may reimburse Board members for reasonable expenses incurred in the course of their service.
- 3.11 The Board shall have the following powers and duties:
- a. Except as otherwise provided in the Articles of Agreement or in these Bylaws, all the powers, duties and functions of the Corporation conferred by the Articles of Agreement, these Bylaws, State statutes, common law, court decisions or otherwise, shall be exercised, performed, and controlled by the Board of Directors.
 - b. The Board of Directors shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of this Corporation and, to this end, to manage and control all of its property and assets.
 - c. The Board of Directors shall elect a Chairperson, President, Vice President, Secretary and Treasurer to serve as officers of the Corporation.
 - d. The Board of Directors is authorized to employ such persons, including attorneys, agents, consultants and assistants, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.
 - e. Except as provided by law, the Articles of Agreement, or these Bylaws, every function, authority, power, and duty of the Corporation may, in the Board's discretion, be hired or contracted by it to be done by, or delegated to, others acting under its general direction, supervision, and control.
 - f. The Board of Directors shall have the power to terminate and replace any participating Director, custodian or agent for breach of fiduciary duty under the laws of the State of New Hampshire.
 - g. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
 - h. Funds of the Corporation shall be invested as may be determined by the Board of Directors. In the making of any investments, the Board of Directors shall be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision, or rule of law. The investments

shall conform to the provisions of New Hampshire Revised Statutes Annotated Chapter 292-B, as amended, if applicable. Retention of capital shall be of primary consideration in the making of any investments by the Board of Directors.

i. Additional responsibilities and expectations for Directors may from time to time be set by vote of the Board after review and recommendation by the Board Development Committee.

j. To the fullest extent now or hereafter permitted by law, the Corporation shall indemnify each of its Directors or former Directors; provided, however, that the Corporation shall have no power to indemnify its directors or former directors under circumstances for which elimination or limitation of personal liability is not available under RSA 292:2, V-a, or any successor provision.

ARTICLE 3A **ADVISORY BOARD**

- 3A.1 There shall be an Advisory Board, which shall be composed of as many members as deemed appropriate by the Board of Directors. Members of the Advisory Board shall be known as Regional Directors. Qualifications, responsibilities and expectations for Regional Directors may be established from time to time by the Board of Directors after review and recommendation by the Board Development Committee.
- 3A.2 The Board Development Committee shall nominate Regional Directors for election or reelection to the Advisory Board at each Annual Meeting, but may nominate members for election at any other meeting of the Board of Directors.
- 3A.3 Regional Directors shall serve from the time of their election until the second Annual Meeting thereafter, but may be reelected for any number of successive terms.
- 3A.4 The Advisory Board shall meet as a whole at least once each year, at a time and place to be set by the Executive Committee.
- 3A.5 The Executive Committee may in its discretion provide for one or more Regional Divisions of the Advisory Board, may appoint a Regional Director as chairperson for each Regional Division, and may schedule one or more meetings of a Regional Division, to be presided over by its chairperson, or as otherwise provided by the Executive Committee.
- 3A.6 Regional Directors shall be entitled to indemnification by the Corporation to the same extent as Directors (pursuant to Section 3.11(j) above).
- 3A.7 Subject to the concurrence of Legal Advice & Referral Center, Inc. ("LARC"), the Advisory Board for this Corporation shall also constitute the Advisory Board for

LARC, and the Regional Directors shall attempt to serve the needs of both organizations without favoring one over the other.

ARTICLE 4 **OFFICERS**

- 4.1 The officers of the Corporation shall be a Chairperson, a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may establish and elect. All such officers shall be elected at the annual meeting of the Board from within its membership, and shall serve for one year and until their successors are elected and qualified.
- 4.2 The Chairperson shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board of Directors, the Executive Committee, and the Advisory Board. He or she shall be responsible for the organization and functioning of all Board activities. In the event of the inability of the President to act, the Chairperson may exercise the powers of the President or authorize the Vice President to exercise some or all of such powers.
- 4.3 The President shall be the principal executive officer of the Corporation. He or she shall have such additional duties as are commonly associated with such office, or as the Board may assign to him or her. In the absence of the Chairperson, the President shall preside over meetings of the Board of Directors, Executive Committee, and Advisory Board.
- 4.4 The Vice President shall be an advocate for the Corporation, and shall serve as a liaison between the Executive Director and the Board of Directors. The Vice President shall have contacts with the Executive Director and staff sufficient to maintain familiarity with the day-to-day operations of the Corporation and provide assistance and support as a Board member as needed. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- 4.5 The Secretary, or the Secretary's designee, shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) when required, authenticate any records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The duties normally performed by the Secretary shall, in the absence of a duly-elected person for such office, be performed by the Executive Director or the Executive Director's designee.
- 4.6 The Treasurer, or the Treasurer's designee, shall be responsible for: (a) the safekeeping and custody of all funds and securities of the Corporation, including the opening of accounts at banks and other financial institutions in the name of

the Corporation; (b) the use of the funds and the timely payment of all debts and other financial obligations of the Corporation; (c) the audit of the Corporation by an independent certified accountant and the preparation of its financial statements and records; and (d) such duties as are properly incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The duties normally performed by the Treasurer shall, in the absence of a duly-elected person for such office, be performed by the Executive Director or the Executive Director's designee.

- 4.7 Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices and shall exercise such powers and perform such duties as shall be determined by the Board from time to time.
- 4.8 The Executive Committee shall appoint, be responsible for the establishment of, and prescribe the duties of the following Standing Committees of the Board of Directors:
- a. Personnel Committee – which shall have the responsibility of overseeing any personnel matters pertaining to the operation of the Corporation. This Committee shall be responsible for periodically reviewing the personnel policies of the Corporation, for considering new policies as conditions warrant, and for making recommendations to the Board of Directors regarding such policies. This committee will also consider particular personnel issues and individual staff grievances in accordance with the grievance process included in the Corporation's personnel policies.
 - b. Finance and Long-Range Planning Committee – which shall be responsible for development of long-term financial, operational, and other goals. This committee shall oversee the financial management of the Corporation, including development and monitoring of annual budgets, management of investments, and all other fiscal and financial matters, except for annual audits. This committee shall also oversee long-range planning for the Corporation.
 - c. Board Development Committee – which, in accordance with Sections 3.1, 3.2, and 3.3 of these Bylaws, shall be responsible for the development and recommendation to the Board of qualifications, responsibilities and expectations for Directors; for the recruitment and nomination of new Directors; and for working with the Executive Director to develop orientation and training for new Directors. The committee shall also, pursuant to Sections 3A.1, 3A.2, and 3A.3 of these Bylaws, be responsible for the development and recommendation to the Board of qualifications, responsibilities and expectations for members of the Advisory Board; for the recruitment and nomination of new members of the Advisory Board; and for working with the Executive Director to develop orientation and training for such new members.

- d. Audit Committee – which shall be responsible for overseeing and reviewing the annual audit pursuant to standards to be set by the Executive Committee in keeping with applicable law and best practices.
 - e. Communications Committee – which shall be responsible for planning and overseeing the articulation and communication to the public of the Corporation's mission, goals, and accomplishments.
- 4.9 The Executive Committee may from time to time appoint other committees to serve specific purposes, including without limitation the following:
- a. Client Relations Committee – which shall be responsible for reviewing and addressing where appropriate any grievance that a client of the Corporation may have regarding the handling of a case or matter. If the Committee concludes that action should be taken with regard to any such grievance, it shall make a recommendation to the Executive Committee, which may dispose of the matter or refer it to the full Board. The Executive Director shall be an ex officio member of this committee.
- 4.10 Any of the above committees may include one or more persons who are not Directors, provided that a majority of each committee shall consist of Directors.
- 4.11 The Executive Committee may also from time to time appoint representatives from the Board of Directors to serve on joint committees with representatives from other organizations, including without limitation a joint steering committee to administer the joint Campaign for Legal Services or other joint fundraising campaign.

ARTICLE 5

EXECUTIVE DIRECTOR

- 5.1 There shall be an Executive Director who shall be the Executive Officer of the Corporation, manage the affairs of the staff, and be responsible for general administration of the Corporation within the guidelines established by the Board. She/he shall perform such other duties prescribed by the Board or necessary to the accomplishment of the objectives of the Corporation, and shall serve at the pleasure of the Board.

ARTICLE 6

FISCAL MATTERS

- 6.1 The Fiscal Year of the Corporation shall be such twelve month period as the Board determines.
- 6.2 The Board shall annually approve the Corporation's budget and shall receive periodic budget reports from staff throughout the year.

- 6.3 The Corporation shall not acquire or dispose of real estate without prior approval of the Board. All capital expenditures not included in the approved budget and which exceed \$10,000 in the aggregate in any fiscal year shall first be approved by the Board.

ARTICLE 7
ANNUAL MEETING

- 7.1 There shall be an Annual Meeting of the Corporation during the month of May, at which meeting the new directors and officers of the Corporation shall be elected by the Directors.

ARTICLE 8
AMENDMENT OF BYLAWS

- 8.1 The Bylaws may be amended by vote of a majority of all of the members of the Board of Directors then in office, provided that notice of such proposed amendment must be given in writing at the time of the call for such meeting, or in advance of any written vote of the Directors taken as provided in Article 3.6.

ARTICLE 9
DISSOLUTION

- 9.1 Dissolution of the Corporation shall be as provided in RSA 292.
- 9.2 All property of the Corporation shall, on dissolution, be distributed in accordance with the provisions of the Articles of Agreement.
- 9.3 The dissolution of the Corporation (whether by the transfer of substantially all of the assets or funds of the Corporation or otherwise) shall be accomplished consistent with the purposes of the Corporation stated in Article 2 of these Bylaws and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Internal Revenue Code of 1986, as amended. Subject to the foregoing sentence, in the event of a dissolution of the Corporation for any reason, the property then held shall (after payment or provision for payment of all liabilities) be disposed of consistent with Article 2 of these Bylaws.