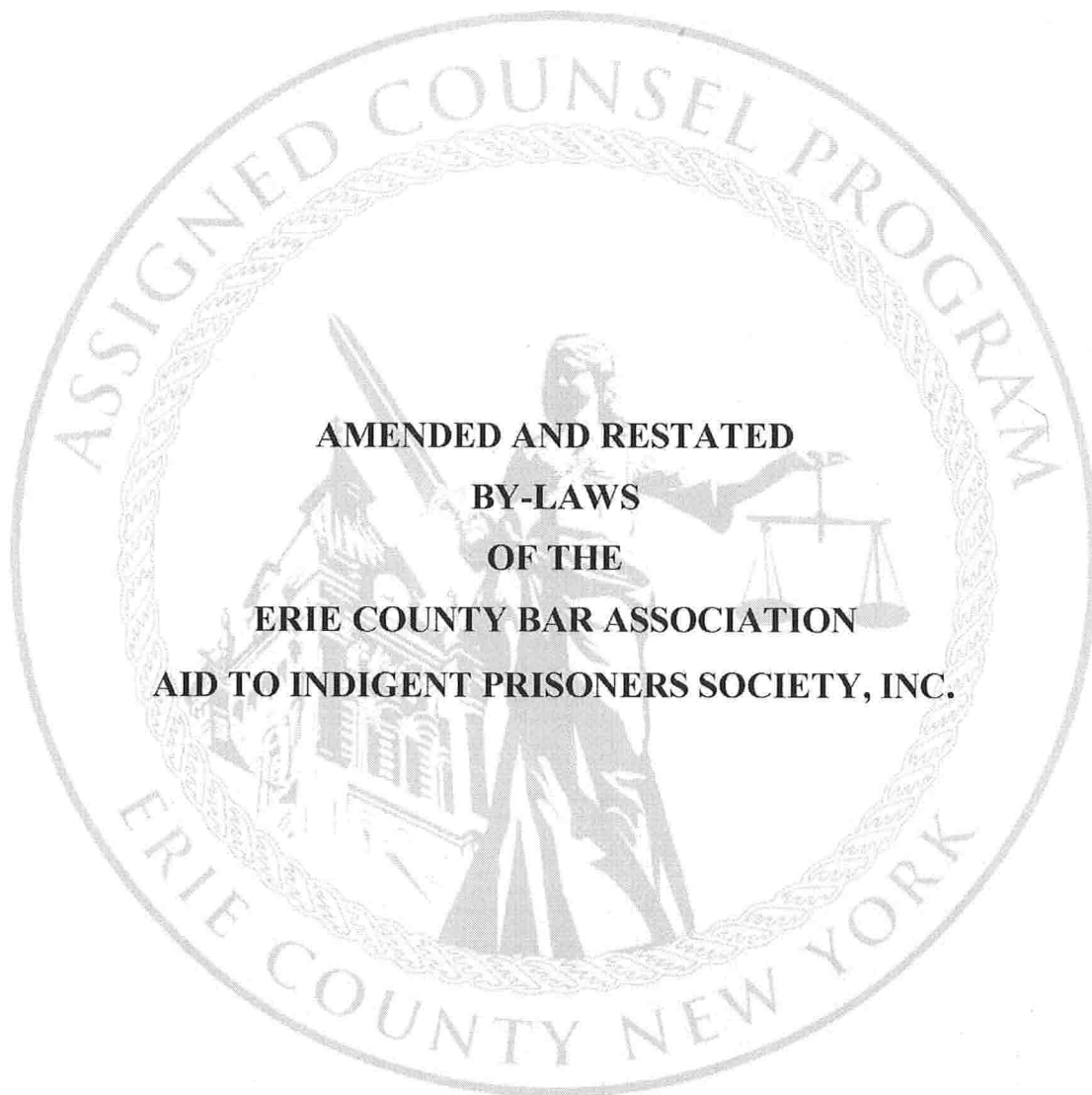


**ERIE COUNTY
ASSIGNED COUNSEL
PROGRAM BYLAWS**



ASSIGNED COUNSEL PROGRAM



**AMENDED AND RESTATED
BY-LAWS
OF THE
ERIE COUNTY BAR ASSOCIATION
AID TO INDIGENT PRISONERS SOCIETY, INC.**

BY-LAWS

ADOPTION AND AMENDMENTS

Adopted November 27, 1984

Amended January 26, 1993

Article II, Paragraph 1

Article III, Paragraph 1

Article V, Paragraph 2(c-k)

Amended April 1995

Article V, Paragraph 2(a)

Article V, Paragraph 2(1)

Amended May 1995

Article V, Paragraph 2

Article V, Paragraph 2(g)

Article V, Paragraph 5

Amended and Restated June 1996

Amended January 2001

Article IV, Paragraph 10

Amended March 2004

Article IV, Paragraph 2(m)

Amended March 2005

Article IV, Paragraphs 2(n) and 2(o)

Article V, Paragraphs 1 and 2

Amended January 2015

Article IV, Paragraphs 5, 6, 7, 11

Article VI, Paragraphs 1, 2, 3, 4, 5

Amended April 2017

Article II, Paragraph 2

Article IV, Paragraphs 2(n) and 2(o)

Article IV, Paragraph 3

Amended September 2020

Article I, Paragraph 1

Article II, Paragraph 2

Article IV, Paragraph 2(a) i-ix and 2(b) –2 (g), 5, 6, 7, 9, 10 and 11

Article V, Paragraphs 1, 4, 6, 7, 8(a) and (b)

Article VI, Paragraphs 1, 2, 3, 4, 5, and 6

Article VII, Paragraph 1

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ARTICLE I

Name

1. The name of the Association is Erie County Bar Association Aid to Indigent Prisoners Society, Inc. (the "Society").

ARTICLE II

Membership

1. Member. The sole Member of the Society shall consist of The Bar Association of Erie County, acting through its Board of Directors.

2. Functions. Without limiting the powers of the Member in its capacity as sole Member of the Society pursuant to the Not-for-Profit Corporation Law, the functions of the Member are to elect and appoint Directors of the Society and to receive the report of the Society at an annual meeting to be held in the month of June.

ARTICLE III

Government

1. Directors. The affairs of the Society shall be managed by its Board of Directors. Except as specifically provided otherwise in these Bylaws, each Director shall serve on the Board of Directors of this Society by reason of his or her appointment by the Member.

2. Officers. The officers of this Society shall each serve in said capacity by reason of his or her election to office by the Board of Directors of the Society.

ARTICLE IV

Board of Directors

1. General Powers. The affairs of the Society shall be managed by its Board of Directors.

2. Number, Tenure and Qualifications.

(a) The number of Directors constituting the entire Board shall be no less than fifteen (15) nor more than twenty-three (23), with the actual number to be set from time to time by the Board of Directors of the Society. Each Director shall be an attorney in good standing and a current member of The Bar Association of Erie County. The Board shall be comprised of the following:

(i) One (1) Director, to be appointed by the Member upon recommendation of the County Executive; the term of such Director shall be until the April 1st next following appointment.

(ii) One (1) Director, to be appointed by the Member upon recommendation of the majority leader of Erie County Legislature; the term of office of such Director shall be until the April 1st next following appointment.

(iii) One (1) Director, to be appointed by the Member upon recommendation of the minority leader of the Erie County Legislature; the term of office of such Director shall be until the April 1st next following appointment.

(iv) The President of The Bar Association of Erie County or his or her designee.

(v) The Chairman of the Criminal Law Committee of The Bar Association of Erie County or his or her designee.

(vi) The Chairman of the Practice and Procedure in Family Court Committee of The Bar Association of Erie County or his or her designee.

(vii) The Supervising Judge of the Criminal Court in the Eighth Judicial District or his or her designee.

(viii) The Supervising Judge of the Family Court in the Eighth Judicial District, or his or her designee

(ix) The remaining Directors appointed by the Member, with the participation of the Minority Bar Association and the Women's Bar Association, for three-year terms, such terms to commence on April 1st.

(b) Any Director may be removed with cause by the affirmative vote of 2/3 or more of those Directors present at a duly constituted meeting of the Board, prior written notice of which meeting shall have referred to the proposed action, or without cause by the Member. Unexcused absence from three (3) consecutive regular meetings of the Board of Directors may be cause for removal.

(c) Each Director shall hold office until the expiration of the term for which she or he is appointed and until her or his successor has been properly appointed and qualified.

(d) Vacancies created by the death, resignation, removal (with or without cause) or disqualification of a Director or increase in the number of directors shall be filled by a majority of the Directors present at a duly constituted meeting of the Board. Such Director shall serve until the following March 31. If the unexpired portion of that term extends beyond March 31, the Member shall appoint a replacement for the balance of the unexpired term.

(e) The term of each Director shall extend through the first meeting of the Board of Directors following March 31 of the year in which his or her term expires.

(f) Board members appointed pursuant to subparagraph 2(a)(ix) shall be limited to two consecutive full terms of three years each, in addition to whatever term may have resulted from their having completed an unexpired term. Following termination of service due to the operation of this subparagraph, re-appointment may not occur for at least one year. There shall be no limitation on years of service for non-consecutive terms.

(g) Any Director who has just completed his or her term as President-Elect, Vice-President-Elect, Secretary-Elect, or Treasurer-Elect at a time when, pursuant to the operation of paragraph 2(f) of this Article, he or she would not be permitted to continue to serve as a Director, shall be permitted to serve for one additional year as the President, Vice-President, Secretary or Treasurer, as the case may be, and provided further, that any director who would be serving a term as Vice-President in this first additional

year, if elected to be President- Elect at the commencement of that term, may serve a second additional year as President. All other officers so extended for one additional year may not be elected to any other position as an officer of the Society until at least one year has passed during which time he or she has not served as a director.

3. Regular Meetings and Annual Meeting. Regular meetings of the Board shall be held five times during each calendar year, in the months of February, April, June, August and November. The annual meeting of the Society shall be held on or before the third Wednesday in April and shall precede the regular meeting scheduled for that month.

4. Special Meetings. Special meetings of the Board of Directors, for any purpose or purposes, may be called by the President, the Administrator, or by any seven (7) Directors upon petition to the Secretary. Such special meetings shall be held at such time and place as may be determined by such person or persons authorized to call the special meetings.

5. Notice of Special Meetings; Notice of Adjournment. Written notice of any special meeting of the Board of Directors stating the place, date, and hour of the meeting shall be mailed not less than ten (10) days before the date of the meeting to each Director, or delivered either personally, by email or by fax no less than two (2) days before the date of the meeting to each Director. The notice shall state that it is being issued by or at the direction of the person or persons calling the meeting and shall indicate the purpose or purposes for which the meeting is being called. The business of the Board of Directors at such special meetings shall be confined to those matters contained in such notice. Notice of any adjourned meeting of the Board of Directors specifying the time and place of the next meeting shall be given to the Directors who were not present at the time of the adjournment, and unless such time and place are announced at the original meeting, to the other Directors who were present thereat. The attendance of a Director at any special meeting, without protesting prior thereto or at its commencement the lack of notice to her or him, shall constitute a waiver of notice of such meeting.

6. Notice; Participation; Quorum; Manner of Acting. Fifty percent of the entire Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board. The vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall constitute the lawful act of the Board of Directors, provided that Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph. The Directors present at a meeting of the Board may adjourn the meeting despite the absence of a quorum.

Notice of each meeting shall be by telefax, by email, or by any written communication, but no notice shall be required in the case of any Director who waives the same or attends the meeting, without protesting prior thereto or at its commencement the lack of notice to her or him. If such notice is served personally or by email or telefax, it must be so served not less than two days prior to the meeting; and if mailed, it must be mailed not less than five days prior to the meeting.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, video conference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting, and the Society shall facilitate the technology for such participation.

7. Written Consent of Directors. Notwithstanding any other provision of these Bylaws, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or of the committee consent to the adoption of the resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the director. If the consent is electronic, it must be able to be reasonably determined to have been sent by the board member. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Annual Report. The Board of Directors shall cause to be published and submitted to the Member at the annual meeting of the Member, or as soon thereafter as is practicable, a report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant, or a firm of such accountants selected by the Board, which report shall evidence the financial condition of the Society in the appropriate detail as required by the Not-for-Profit Corporation Law. The annual report of Directors shall be filed with the records of the Society and a copy shall be entered in the minutes of the proceedings of the annual meeting of members.

9. Conduct and Decorum of Directors. All Directors are to carry out their responsibilities in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. The failure of a Director to carry out his or her responsibilities with such good faith and care shall be among the grounds for such Director to be removed for cause pursuant to the provisions of Paragraph 2(b) of this Article.

10. The majority of the Board's members shall be attorneys engaged in the practice of law who are not judges. No member of the Board shall hold a position in law enforcement, or as a prosecutor of criminal matters. Nor shall any member serve as a full-time government official; provided, however, that judges, as well as attorneys serving as administrative law judges, support magistrates and similar quasi-judicial capacities, shall not be disqualified from membership on that basis. No member of the Board may be an employee of the Society.

11. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to the Society's Conflicts of Interest Policy, provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Audit committee, this shall not in any way (a) limit reimbursement for expenses necessarily incurred in effecting one or more of the corporate purposes of the Society or payment for services provided to the Society by the Director in any capacity separate from his or her responsibilities as a Director or (b) by any organization with which a Director is affiliated.

Article V

Officers

1. Classification of Officers. The Society shall have such officers as the Board of Directors may elect, which shall include a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be deemed appropriate by the Board of Directors. The officers shall also include a President-Elect, a Vice-President-Elect, a Secretary-Elect, and a Treasurer-Elect, who each shall serve in those capacities until the next annual election of officers, at which time they shall automatically assume the offices of President, Vice-President, Secretary, and Treasurer, respectively. The officers shall also include an Administrator, who shall be appointed as provided in these Bylaws. Except for the Administrator, no officer of the Society shall be an employee of the Society.

2. Election and Term of Office. The President-Elect, Vice-President-Elect, Secretary-Elect, and Treasurer-Elect shall be elected annually by the Board of Directors at the earliest moment following April 1st of each year and each for a term of one (1) year, to expire at the time of the annual election of officers. In the event other positions are subsequently established, then the Board shall elect officers and thereby fill such positions at any meeting of the Board. Each officer shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and properly qualified. The term of each office shall expire at the time of the annual election of officers.

3. Vacancies, Resignation of Officers. In the event a vacancy occurs in any office for any reason, the Board of Directors shall elect a succeeding officer and thereby fill the office for the remaining unexpired term. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if the time is not specified, at the time of its presentation to the Board of Directors.

4. President. The President, who shall be chosen from among the Directors, shall preside at all meetings of the Board of Directors. The President shall work with the Administrator in the supervision and control of the business and affairs of the Society and shall perform such other duties as may be properly required by the Board of Directors.

5. Vice-President. The Vice-President or, if more than one, the Vice Presidents in the order determined by the Board, in the absence or incapacity of the President, shall perform the duties and exercise the powers of the President. The Vice-President shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe.

6. Secretary. The Secretary shall keep the minutes of the Society, and shall perform the other duties customarily performed by the Secretary of a corporation, or such other duties as the President or the Board of Directors may from time to time prescribe.

7. Treasurer. The Treasurer shall maintain the financial records of the Society and shall perform the other duties customarily performed by the Treasurer of a corporation, or such other duties as the President or the Board of Directors may from time to time prescribe.

8. Administrator.

(a) The Board shall appoint an Administrator to implement the policies and duties of the Society. The Administrator shall be an attorney licensed in the State of New York who possesses administrative experience and skill in the representation of criminal defendants and/or adults in family law matters and who demonstrates integrity and a commitment to quality representation of public defense clients. The Administrator will serve for a five-year term, subject to subsequent re-appointment by the Board for successive terms of three years each and there shall be no set limit to the number of terms which may be served. The Administrator may be dismissed prior to the expiration of his or her term only for good cause following a hearing by the affirmative

vote of a majority of those Directors present at such duly constituted hearing at a meeting of the Board. There must be a minimum of 10 days prior written notice to the Board and the Administrator of such a meeting, which shall specifically refer to the proposed action of dismissal.

(b) At least six months prior the expiration of any term or contract of the Administrator (i) the Board shall give notice to the Administrator if the Board does not intend to renew the then-existing term or contract and (ii) the Administrator shall give notice to the Board of her/his intention to seek, or not to seek, a renewal of her/his term. If the Board gives notices that it does not intend to renew the then-existing term/contract, or if an Administrator indicates that s/he will not seek an extension of her/his term, then a new search committee shall be formed immediately and a new search begun.

ARTICLE VI

Committees

1. Committees of the Board. There shall be an Executive Committee, an Audit Committee and a Nominating Committee. The Board of Directors, by resolution adopted by a majority of those Directors present at a duly constituted meeting of the Board may designate such other board committees as it requires, each consisting of three or more Directors. Each such other board committee shall serve at the pleasure of the Board. The necessary notice of meetings of each such board committee, and procedure thereat, shall be in accordance with the resolution appointing the same or, if not so provided, as determined by each such committee itself.

2. Executive Committee. The Executive Committee shall consist of the officers other than the Administrator, shall be chaired by the President, and shall have all the power and authority of the Board between meetings of the Board except as prohibited by law.

3. Nominating Committee. The Nominating Committee shall consist of no fewer than five (5) members of the Board. The Nominating Committee shall present to the Board of Directors on an annual basis a slate of individuals which it proposes be appointed to the Board. The Board of

Directors shall act on the proposal and thereafter present to the Member a slate of individuals which it proposes be appointed to the Board pursuant to Paragraph 2(a)(ix) of Article IV of these Bylaws.

3. Audit Committee. The Audit Committee shall be comprised solely of independent directors, as defined by applicable law, and shall have the responsibilities and authority as set forth in the Board's Audit Committee Charter and applicable law.

4. Committees of the corporation. The President, subject to the approval of the Board, may otherwise designate such committees of the corporation as it may require, which may consist of persons who are not Directors. Each such committee of the corporation shall serve at the pleasure of the Board and may not bind the Board. The necessary notice of meetings of each such committee, and procedure thereat, shall be in accordance with the committee charter or other resolution appointing the same or, if not so provided, as determined by each such committee itself.

5. Administrator. The Administrator shall serve on all committees of the corporation unless specifically provided otherwise by resolution of the Board.

ARTICLE VII

Amendment

1. Amendment. The Member has full authority to amend these Bylaws by majority vote of its own Board of Directors. In addition, except to the extent that such amendments remove or decrease the power or authority of the Member, these By-Laws and any hereafter adopted may be amended by the majority of the votes cast at a duly constituted meeting of the Board of Directors of the Society, upon ten (10) days written notice of such amendment(s) to both the Member and the Board of Directors.