

BY - LAWS

- of -

N.A.A.C.P. LEGAL DEFENSE AND EDUCATIONAL FUND, INC.

ARTICLE I - Name

The name of this membership corporation as stated in the Certificate of Incorporation is N.A.A.C.P. LEGAL DEFENSE AND EDUCATIONAL FUND, INC.

ARTICLE II- Purpose

The aim and object of the corporation shall be as follows:

- (a) To render legal aid gratuitously to such Negroes as may appear to be worthy thereof, who are suffering legal injustices by reason of race or color and unable to employ and engage legal aid and assistance on account of poverty.
- (b) To seek and promote the educational facilities for Negroes who are denied the same by reason of race or color.
- (c) To conduct research, collect, collate, acquire, compile and publish facts, information and statistics concerning educational facilities and educational opportunities for Negroes and the inequality in the educational facilities and educational opportunities provided for Negroes out of public funds; and the status of the Negro in American life.
- (d) The corporation shall not engage in any activities for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and shall operate without pecuniary benefit to its members.

ARTICLE III. - Headquarters

The principal office of the corporation shall be located in the Borough of Manhattan, City, County and State of New York.

ARTICLE IV. - Officers

Section 1 - Enumeration:

The officers of the corporation shall be a president, one or more vice-presidents, a secretary and a treasurer, of whom only the president, vice-president and treasurer need be directors. Other officers may be provided for from time to time.

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Section 2. -Election:

The officers shall be elected at the first meeting of the Board of Directors and shall hold office at the pleasure of the Board.

Section 3. -Duties:

The officers shall have such powers and duties as are customary, attendant upon and connected with their respective offices, and as may be conferred upon and delegated to them by the Board of Directors.

ARTICLE V. Directors

Section 1. -Number:

The Board of Directors shall consist of such number as shall be elected thereto but not less than five (5) nor more than fifty (50) directors, all of whom shall be members of the corporation.

Section 2. -Election:

The Directors shall be elected at the first annual meeting of the members and shall hold office for one year or until their successors are duly elected. Thereafter the Directors shall be elected at each annual meeting and shall hold office for one year until their successors are duly elected.

Section 3. - Vacancies:

Any vacancy occurring on the Board shall be filled by vote of the remaining Directors until the next annual meeting of the members.

Section 4. -Removal:

Any member of the Board of Directors may, after hearing and due cause shown, be expelled or suspended by majority vote of the other directors subject to the approval of the members to be had in the same manner as for the election of Directors.

Section 5. -Regular Meetings:

The Directors shall meet at such time and place as they may by resolution determine or as the president may direct upon three (3) days' written notice.

Section 6. -Special Meetings:

Special meetings of the Board may be called by the president or any two members of

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the Board upon two (2) days' written notice.

Section 7. -Quorum:

Five (5) members of the Board of Directors shall constitute a quorum and any action taken by a majority at which said quorum is present shall be the action of the Board.

Section 8. -Powers:

General management of the affairs, funds and property of the corporation including (but not by way of limitation) the investment and reinvestment of its funds, securities and other property and the distribution and allotment of its money and property in fulfillment of its corporate purposes shall be vested in the Board of Directors.

Section 9. -Investments:

The Directors shall have the right to invest and reinvest in such securities and property as they, in their sole and uncontrolled discretion, may deem to be for the best interests of the corporation, without limitation or restriction whatsoever to so-called trust or chancery investments.

Section 10. -Donations:

In pursuance of the chartered purpose of the corporation, the Directors shall have the right to receive donations on behalf of the corporation for the general purposes of the corporation or for specific projects designated by the donors of the Board of Directors. The Directors shall also have the right to make donations in the name of the corporation, or anonymously, or in the name of any one or more of the Directors to other corporations and individuals for any of the purposes for which the corporation is organized.

Section 11. -Employees:

The Directors shall have the right to engage employees to assist them in the performance of their duties.

ARTICLE VI. - Membership

Section 1. -Charter Members:

The Charter Members shall be the subscribers to the Certificate of Incorporation.

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Section 2. -Regular Members:

Any person may be elected a member of the corporation by majority vote of the Board of Directors.

Section 3. -Duration:

A charter member shall continue as such until death or resignation. A regular member shall continue as such until death or resignation, or until the termination of his or her membership by the Board of Directors. The Board shall have the right to terminate the membership of any regular member for any reason whatsoever, but no such right shall exist with respect to charter members.

Section 4. -Regular Meetings:

On the first Monday of January in each year, or at such other date as may be fixed by the Board of Directors, there shall be held an annual meeting of the members. Each member attending such meeting in person shall be entitled to one vote. Written notice of the time and place of such annual meeting shall be given to each member at least ten (10) days prior to the date of such meeting.

Section 5. -Special Meetings:

Special meetings of the members may be called by the Secretary whenever requested by the President, or by two of the Directors, or by a majority of the members. Not less than two (2) days' written notice shall be given any such meeting.

Section 6. -Quorum:

At any meeting of the members of the corporation five (5) members shall constitute a quorum.

Section 7. -Election of Directors:

At their annual meeting each year the members shall elect Directors for the ensuing year. The Directors shall be elected by a plurality of the votes cast.

Section 8. -Increase of Directors:

The members may, by majority vote at any regular or special meeting, increase the number of Directors to the maximum provided for in the Certificate of Incorporation.

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ARTICLE VII. -Seal

The seal of the Corporation shall be as stamped hereon:

(Seal)

ARTICLE VIII:

Section 1. -Checks:

All checks and negotiable instruments executed by and on behalf of the corporation shall be signed by such officer or officers of the corporation as the Board of Directors may from time to time designate.

Section 2. -Securities:

The securities and other valuables of the corporation shall be deposited for safe-keeping with such depository as the Board of Directors shall from time to time select, and the right of access thereto shall be given to such officer or officers of the corporation as the Board of Directors may from time to time designate.

ARTICLE IX. - Amendments:

These by-laws may be amended at any meeting of the Board of Directors, provided that any amendment proposed shall have been submitted to the members either in person or by mail five (5) days prior to such meeting. The Board of Directors shall follow the vote either in person or by mail of the members in connection with any such amendment and in the absence of a vote by at least one-third of the members, the Board of Directors shall be qualified to amend the by-laws by a majority vote of those present at a meeting called for such purpose.