

AMENDED AND RESTATED

BYLAWS

OF

THE JUSTICE AND DIVERSITY CENTER OF THE BAR ASSOCIATION OF SAN

FRANCISCO

(DATED AS OF MARCH 14, 2013)

TABLE OF CONTENTS

		PAGE
ARTICLE I	PRINCIPAL OFFICE.....	1
ARTICLE II	MEMBERSHIP	1
ARTICLE III	DESIGNATOR.....	1
	Section 1. Naming of Designator.....	1
	Section 2. Actions of Designator.....	1
	Section 3. Affiliation with Designator.....	1
ARTICLE IV	BOARD OF DIRECTORS	2
	Section 1. Powers.....	2
	Section 2. Number of Directors.	2
	Section 3. Limitations on Interested Persons.....	2
	Section 4. Designation and Term of Office of Directors.....	2
	Section 5. Vacancies.....	2
	Section 6. Resignation and Removal.	3
	Section 7. Annual and Regular Meetings.	3
	Section 8. Special Meetings.....	3
	Section 9. Notice.....	3
	Section 10. Waiver of Notice.....	3
	Section 11. Quorum.	3
	Section 12. Action Without a Meeting.	4
	Section 13. Telephone and Electronic Meeting.....	4
	Section 14. Standard of Care.	4
	Section 15. Inspection.....	5
	Section 16. Director Compensation.	5
	Section 17. Executive Compensation Review.....	5
ARTICLE V	COMMITTEES	5
	Section 1. Board Committees.	5
	Section 2. Advisory Committees.	6
	Section 3. Executive Committee.....	6
	Section 4. Leadership Council.....	6
	Section 5. Client Council.....	7
	Section 6. Audit Committee.....	7
	Section 7. Meeting.	7
ARTICLE VI	OFFICERS.....	8
	Section 1. Officers.	8
	Section 2. Election.	8

TABLE OF CONTENTS

	PAGE
Section 3. Removal.....	8
Section 4. Resignation.....	8
Section 5. Vacancies.....	8
Section 6. President.....	8
Section 7. Executive Director.....	8
Section 8. President-Elect.....	9
Section 9. Treasurer.....	9
Section 10. Secretary.....	9
ARTICLE VII CERTAIN TRANSACTIONS.....	9
Section 1. Loans.....	9
Section 2. Self-Dealing Transactions.....	9
Section 3. Approval.....	9
Section 4. Financial Transactions with the Designator.....	10
ARTICLE VIII INDEMNIFICATION AND INSURANCE.....	10
Section 1. Right of Indemnity.....	10
Section 2. Approval of Indemnity.....	10
Section 3. Advancing Expenses.....	11
Section 4. Insurance.....	11
ARTICLE IX GRANTS ADMINISTRATION.....	11
Section 1. Restrictions on Contributions.....	11
ARTICLE X MISCELLANEOUS.....	11
Section 1. Fiscal Year.....	11
Section 2. Contracts, Notes, and Checks.....	11
Section 3. Annual Reports to Directors.....	12
Section 4. Required Financial Audits.....	12
Section 5. Electronic Transmissions.....	12
Section 6. Amendments.....	13
Section 7. Governing Law.....	13

**AMENDED AND RESTATED BYLAWS
OF
THE JUSTICE AND DIVERSITY CENTER OF THE SAN FRANCISCO BAR
ASSOCIATION**

ARTICLE I

PRINCIPAL OFFICE

The principal office of this corporation shall be located in the city and county of San Francisco, California.

ARTICLE II

MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III

DESIGNATOR

Section 1. Naming of Designator. The Designator referred to in these Bylaws shall be the Board of Directors of The Bar Association of San Francisco, acting through its duly authorized representative.

Section 2. Actions of Designator. All actions of the Designator shall be evidenced by a writing signed by an officer of the Designator, delivered to an officer of this corporation, and filed by the Secretary with the proceedings of the Board of Directors of this corporation.

Section 3. Affiliation with Designator. This corporation exists as an affiliate of the Designator for the purposes set forth in this corporation's Articles of Incorporation. The programs and policies of this corporation are intended to, and shall, remain consistent with, and in furtherance of, the mission of the Designator. This corporation's relationship with the Designator is intended to remain strong and in perpetuity. In no event may the Board of Directors of this corporation terminate this corporation's affiliation with, or relationship with, the Designator without the prior written consent of the Designator's Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be no less than nine (9) and no more than twenty seven (27), with the exact number to be determined from time to time by resolution of the Board of Directors. Unless changed by resolution of the Board of Directors, the number of directors shall be twenty five (25).

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Designation and Term of Office of Directors.

(a) Four of the directors shall be the current President, President-Elect, Treasurer and Secretary of the Designator. These four directors shall serve by virtue of their offices, and their terms shall expire upon the end of their terms in such office.

(b) One of the directors shall be a current director of the Barristers Club Board of Directors. Each year, the Designator shall designate this director in consultation with the President of the Barristers Club Board of Directors. The term for this director shall expire upon the end of his or her term on the Barristers Club Board of Directors.

(c) The remaining directors of this corporation shall be designated by the Board of Directors of the Designator. The terms of these directors shall be three years, but shall be staggered so that one-third of the remaining directors are designated each year, with the initial appointed terms of one, two and three years. Each of these directors may be removed with or without cause, at any time by the Board of Directors of the Designator and shall serve until he or she resigns, is removed, or until the expiration of his or her term and a successor has been appointed and takes office.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Board of Directors of the Designator for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Executive Director, or the Secretary of this corporation, unless a later effective date is specified in the resignation. The Board of Directors, by the vote of a majority of the directors then in office, or the Designator, may remove any director at any time, with or without cause, provided that any removal by the Board shall be effective only with the consent of the Designator.

Section 7. Annual and Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, and at least one of the regular meetings each year shall be designated the annual meeting. Annual and regular meetings shall be called by the President, Executive Director, Secretary or any five (5) directors, and noticed in accordance with Section 9. As long as this corporation is required to comply with the provisions of the San Francisco Sunshine Ordinance, at least two of the regular meetings shall be open to the public in a manner consistent with the San Francisco Sunshine Ordinance.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, Executive Director, Secretary or any five (5) directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article X, Section 5 of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. The presence of at least one-third of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article IV, Sections 6 (removing directors) and 12 (taking action without a meeting); Article V, Section 1 (appointing Board Committees); Article VII, Sections 3 (approving self-dealing transactions) and 4 (Financial Transactions with the Designator); Article VIII, Section 2 (approving indemnification); and Article X, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 13. Telephone and Electronic Meeting. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the

generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. No member of the Board of Directors may receive any compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. The Executive Committee of this Board shall review any compensation packages (including all benefits) of the Executive Director or the chief executive officer and the Treasurer or chief financial officer, regardless of job title and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. During any period in which the above named officers are provided by contract with the Designator, the Board of this corporation shall have satisfied its obligations under this Section 17 by reviewing and approving this corporation's contract with the Designator and by reviewing and approving the annual budget under that contract.

ARTICLE V

COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;

- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Executive Committee. There shall be an Executive Committee of the Board of Directors which shall have all of the powers of the Board of Directors between meetings of the Board, other than those powers specifically prohibited to a Committee under Section 1 of this Article V and other than those powers specifically reserved to the Designator. The Executive Committee shall include seven directors and shall be composed of the President, President-Elect, Secretary and Treasurer and three additional directors appointed by the Board of Directors. Executive Committee members shall serve one year terms.

Section 4. Leadership Council. The Board of Directors shall establish the The Justice and Diversity Center Leadership Council in order to provide fund development and programmatic support to the organization. The members of the Leadership Council shall consist of representatives of large, medium and small law firms in San Francisco, as well as judicial officers, funders, and representatives of other non-profit partners. The Leadership Council shall not have the authority to make decisions on behalf of this corporation but shall be restricted to making recommendations of the Board, and carrying out the fund and program policies of the Board under the direction of the Board. Members of the Leadership Council shall be selected by the Board of Directors and the Executive Director and shall serve for a term of three (3) years. To the extent possible, the terms of an equal number of members shall expire each year. The Leadership Council shall meet at least quarterly. The President of the Leadership Council shall be selected by the Board of Directors. The Executive Director of the corporation may participate in all meetings of the Leadership Council.

Section 5. Client Council. The Board of Directors shall establish a Client Council that shall be made up of individuals who are, at the time of their appointment to the Client Council,

eligible to receive services from The Justice and Diversity Center. There shall be at least 5 members of the Client Council, and no more than three of these members may be client-eligible by virtue of serving on the staff or board of a non-profit organization eligible for free legal services through JDC's Community Organization Representation Project. The Board will make every effort to select members of the Client Council that represent the diversity of San Francisco and the potential client base of The Justice and Diversity Center. The Client Council shall not have the authority to make decisions on behalf of this corporation but shall be restricted to making recommendations of the Board. The Client Council shall meet at least quarterly. The President of the Client Council shall be selected by the Board of Directors.

Section 6. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the President of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff or the Executive Director or Treasurer, (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other directors are entitled to rely as provided in Article IV, Section 14 of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination and replacement of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

The Board of Directors may elect to appoint the Audit Committee of the Designator as its Audit Committee.

Section 7. Meeting.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 1V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees and Councils. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, an Executive Director, a President-Elect, a Treasurer, and a Secretary. The President, Executive Director, President-Elect, Treasurer, and Secretary of this corporation shall be the same persons as the President, Executive Director, President-Elect, Treasurer, and Secretary of the Designator. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors.

Section 2. Election. Other than President, Executive Director, President-Elect, Treasurer, and Secretary, as provided in Section 1 of this Article VI, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer (other than those subject to appointment by the Designator) may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any officer other than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Executive Director. The Executive Director may be removed at any time by the Board of Directors of the Designator. The Executive Director shall be the chief executive officer of this corporation and shall, subject to control of the Board, have such powers and perform such duties as are usually possessed or exercised by chief executive officers. The Executive Director shall have the responsibility for directing the activities of all members of the corporation's staff, which responsibility shall include the sole authority to hire, retain and terminate such personnel

and to establish compensation for such personnel within budgetary limits established by the Board of Directors; whenever possible, however, the Executive Director shall apprise the members of the Executive Committee in advance regarding the hiring or termination of director level or above personnel. Under the President's direction, the Executive Director shall carry out all of the staff functions necessary and appropriate to implement the actions of the Board of Directors. The Executive Director shall keep the President and the Board of Directors informed on matters important to the corporation. The Executive Director shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. President-Elect. The President-Elect shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director, or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage