

Bylaws of JusticeAccess

ARTICLE I

Name and Purpose

Section 1.1. Name. The official name of this organization is JusticeAccess, Inc., and it is a nonprofit corporation incorporated pursuant to Chapter 4 of Title 29 of the District of Columbia Official Code.¹

Section 1.2. Purpose. JusticeAccess is organized exclusively for charitable, scientific and educational purposes. The purpose of JusticeAccess is to provide low-barrier access to legal information through operation of an independent law library.

ARTICLE II

Board of Directors

Section 2.1. Governance. The Board of Directors of JusticeAccess should be selected with consideration paid to commitment to the mission and ability to contribute skills to the organization.

Section 2.2. Number of Directors. The Board shall have up to 9, but not fewer than 5 members, except that the Board may have fewer than 5 members, but no fewer than 3 members, until December 31, 2022. The Board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2.3. Terms. All Directors shall serve three-year terms. Terms shall be staggered so that up to three Directors' terms end each calendar year.

Section 2.4. Meetings and notice. The Board shall meet at least quarterly, at an agreed upon time and place, which can include any manner that allows all members to participate. An official board meeting requires that each Director have written notice. Notice may be delivered electronically.

Section 2.5. Action by Consent of Directors without a Meeting. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if at least three-fourths of the Directors consent to the action in writing via any reasonable form of communication.

Section 2.6. Quorum. A number equal to one-half (1/2) of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present and entitled to vote at such meeting may adjourn the meeting without further notice.

Section 2.7. Board elections. During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors. New directors shall be elected by a majority of directors present.

¹ Available online at <https://code.dccouncil.us/us/dc/council/code/titles/29/chapters/4>.

ARTICLE III

Officers and Duties

Section 3.1. Officers. The officers of JusticeAccess shall be a Chair, a Vice Chair/Chair-Elect, a Secretary, and a Treasurer. A Director may hold more than one office, but the offices of Chair and Treasurer may not be held by a single Director. All officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by JusticeAccess.

Section 3.2. Election of Officers. At the first meeting of the Board of Directors following the annual election of Directors, the Directors shall elect Directors to serve as Chair, Vice Chair/Chair-Elect, Secretary, and Treasurer, who shall serve in these positions one year or until successors are elected.

Section 3.3. Removal. Any officer may be removed by a vote of three-fourths of all the Directors whenever in their judgment the best interest of JusticeAccess would be served thereby.

Section 3.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3.5. Duties of Chair. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair may sign, with the Treasurer or any other proper officer of JusticeAccess authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of JusticeAccess.

Section 3.6. Duties of Vice Chair/Chair-Elect. In the absence of the Chair or in event of the inability or refusal of the Chair to act, the Vice Chair/Chair-Elect shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair/Chair-Elect shall perform such other duties as may be assigned by the Chair or by the Board of Directors.

Section 3.7. Duties of Secretary. The Secretary shall oversee the keeping of the minutes of the meetings of the members and of the Board of Directors, maintain and authenticate the records of the organization, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or by the Board of Directors.

Section 3.8. Duties of Treasurer. The Treasurer shall oversee all funds and securities of JusticeAccess and monitor the financial activities of JusticeAccess as conducted by the Executive Director or other JusticeAccess employees or contractors, and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Chair or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by JusticeAccess.

ARTICLE IV

Committees

Section 4.1. Executive Committee. The Chair, the Vice Chair, the Secretary, and the Treasurer serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 2/3 of the officers.

Section 4.2. Finance Committee. The Treasurer is the chair of the Finance Committee, which shall consist of the Treasurer and two other Board members. The Chair, Vice Chair, and Executive Director shall all serve as ex officio members of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4.3. Additional Committees. The board may create ad hoc committees as needed. The board chair appoints all committee chairs. Membership of ad hoc committees may include individuals other than those who are members of the Board of Directors.

ARTICLE V

Executive Director and Staff

Section 5.1. Executive Director. The executive director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Board may designate other duties as necessary.

Section 5.2. Other Staff. Subject to the availability of funding and budgetary authority, the Executive Director may exercise personnel authority with respect to additional staff and volunteers.

ARTICLE VI

Indemnification

Section 6.1. Indemnification of Directors, Officers, Employees, and Volunteers. JusticeAccess shall indemnify any director, officer, employee, or volunteer ("individual") who is or anticipates being named as a party in a proceeding because of the individual's role as a director, officer, employee, or volunteer of JusticeAccess provided that

1. the individual has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or
2. the individual has settled the action or been unsuccessful on the merits and neither the Board nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.

The indemnification under this section shall cover expenses (including attorney's fees) actually and necessarily incurred by the individual in connection with the defense and/or good faith

settlement of such action, suit, or proceeding.

ARTICLE VII

Fiscal Year

Section 7.1. Fiscal Year. The fiscal year of JusticeAccess shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE VIII

Amendment of Bylaws

Section 8.1. Amending the Bylaws. These bylaws may be amended when necessary by two-thirds majority of the full Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. The specific wording of a proposed amendment may itself be amended by majority vote at the meeting at which the amendment is considered, providing that the subject of the amendment be related to the issue covered in the advance notice.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on November 22, 2021.

Secretary /s/ Xavier Blake Sparrow Date 12/20/2021