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BY-LAWS

(AMENDED – September 26, 2019)

USLAW NETWORK, Inc.

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**BY-LAWS
Of
USLAW NETWORK, INC.**

ARTICLE I

NAME AND LOCATION

Section 1.01. Name.

The name of the Corporation is, and shall be, "USLAW NETWORK, Incorporated" (sometimes "USLAW" or "the Corporation").

Section 1.02. Offices.

The Corporation is incorporated under the laws of the State of Delaware, and in compliance with Delaware Corporation Law shall maintain a Registered Office in that state. The principal operational office or offices of the Corporation may be in any location or locations authorized by the Board, consistent with Delaware law. As of 2013, the Board has authorized the only principal operational office of the Corporation to be in Miami, Florida.

Section 1.03. Seal.

The Board may provide by resolution for a corporate seal which shall be in any form prescribed by the Board.

ARTICLE II

PURPOSE

Section 2.01. Objectives.

The Corporation is formed, and shall be operated, as a for-profit corporation, in compliance with applicable ethical standards and rules of the legal profession, for the following purposes adopted to promote the interests of the public in receiving competent and efficient legal services by the means set forth below:

- (1) By providing to its members and their clients information and training through the use of seminars, newsletters, and workshops.
- (2) By the use of technology to enhance the exchange of information and improve the speed, efficiency, and quality of service provided by the members to their clients.
- (3) By creating a forum for the exchange of ideas and information between members and their clients.
- (4) By the creation of databases for sharing of information between the members and between the member and their clients.

Section 2.02. Proscribed activities.

At no time shall the Corporation engage in any activities that: (1) are unlawful under the laws of the United States of America or of any other jurisdiction where its activities are conducted, or (2) violate, whenever or wherever applicable to any activity of the Corporation, the Model Code of Professional Responsibility, the Model Rules of Professional Conduct, or any other

code of conduct, state or Federal, as adopted by the American Bar Association or by any state's bar association or authority.

Section 2.03 Compensation.

No compensation, loan, or other payment shall be paid to any officer, director, or member of the Corporation, except as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation; and no part of the assets or earnings, current or accumulated, of the Corporation shall be distributed to, or divided among, such persons, or inure, be used for, or accrue to or benefit any such person, except as provided elsewhere herein and provided, however, that the Board may arrange to compensate an officer or director who devotes a substantial amount or all of his/her time to the affairs of the Corporation.

ARTICLE III

QUALIFICATIONS FOR MEMBERSHIP AND AFFILIATE MEMBERSHIP

Section 3.01(a). Definition of "Member" and eligibility for "Membership".

Only a partnership or a professional corporation (or other similar state recognized entity) whose owners are licensed to practice law (a "Law Firm") shall be eligible for Membership in USLAW NETWORK, Inc. For the purpose of these By-Laws, a Law Firm admitted to USLAW NETWORK, Inc. shall be referred to as the "Member".

Section 3.01(b). Definition of "Affiliate Member" and eligibility for "Affiliate Membership."

A Law Firm that is organized primarily to practice law in a jurisdiction outside the United States of America shall be eligible for Affiliate Membership in the USLAW NETWORK, Inc. For the purposes of these By-Laws, a Law Firm admitted to USLAW Affiliate Membership as defined in this paragraph shall be referred to as an "Affiliate Member".

Section 3.02. Effective date and duration.

All of the terms and conditions hereof shall take effect as of February 2, 2001 and the duration of USLAW shall be perpetual or until terminated as provided herein.

Section 3.03. No termination.

Neither the withdrawal nor the expulsion of an existing Member or Affiliate Member nor the admission of a new Member or Affiliate Member shall dissolve or terminate USLAW.

Section 3.04. Required capabilities.

Each Member or Affiliate Member that does not offer a reasonably full range of legal services for its clients that is comparable to the practice area groups maintained by USLAW will attempt to develop such capacity, or be prepared to recommend to clients a law firm to fulfill the client's needs in the locale of the Member or Affiliate Member or will be prepared to, in good faith, recommend for membership a legal firm capable of providing such expertise in its locale.

Section 3.05. Required participation.

Since the success of USLAW depends upon the extent of Members and Affiliate Members participation in USLAW, each Member and Affiliate Member must devote a reasonable amount of time to the business and interests of USLAW; from time to time, the Board will

adopt, by majority vote, certain rules concerning required participation for the Membership, and the Affiliate Membership respectively, and those rules will be promulgated to the Membership and Affiliate Membership. The failure of any Member or Affiliate Member to comply with those rules, unless excused for good reason by the Board, will be a ground for termination or other action as set forth under Article XVIII of these By-Laws.

Section 3.06. Applicant consideration.

The admission of an applicant to the Membership or Affiliate Membership shall require an approval, by a majority vote, of the Board. In admitting new members, the Board shall consider the quality of the legal product delivered by the applicant, the efficiency of the applicant in delivering the legal services, the capacity of the applicant for delivering legal services for reasonable compensation; the reputation of the applicant for adherence to ethical standards of the profession, the scope of services provided by the applicants, the geographic range of coverage serviced by the applicant, and the likelihood that the applicant will, as a Member or Affiliate Member, enhance the reputation, and make contributions to the purposes, of USLAW.

Section 3.07. Conditions for admission.

As conditions for admission, each applicant approved for Membership or Affiliate Membership shall:

- (1) Have signed a separate application for Membership or Affiliate Membership,
- (2) Have signed and tendered to the Corporation for filing the USLAW Member's or Affiliate Member's Professional Undertaking, and
- (3) Made payment of the application fee.

Section 3.07(a). No limitation of Member's or Affiliate Member's abilities to render legal services or participate in Corporation's functions.

The Corporation shall not and does not impose limitations on any Member's or Affiliate Member's abilities to render services to Member or Affiliate Member clients or the public in general, nor shall it limit a Member's or Affiliate Member's participation in USLAW functions, but in the case of participation by Member or Affiliate Member branch offices, the Board may, under Section 10.01, establish a special dues or assessment structure to reflect additional opportunities to the Member or Affiliate Member because of such expanded participation.

Section 3.08. Certificate of Membership.

The Corporation is organized on a non-stock, Certificate of Membership or Certificate of Affiliate Membership basis. The Board may provide for the Secretary's issuance of certificates evidencing Membership or Affiliate Membership in the Corporation, which shall be in such form as be determined by the Board. Such certificates, if issued, shall be signed by the Secretary and shall be sealed with the seal of the Corporation, if any. All certificates evidencing Membership or Affiliate Membership shall be consecutively numbered. The name and address of each Member or Affiliate Member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new, replacement certificate may be issued by the Secretary upon such terms and conditions as the Board may determine. Such Certificate of Membership or Certificate of Affiliate Membership shall be non-redeemable, non-transferable, and non-dividend bearing.

Section 3.09. Duty of Member or Affiliate Member to Report Certain Changes in Ownership and Geography.

Once admitted to the Membership, each Member or Affiliate Member shall have a continuing duty to promptly report to the Secretary in writing any and all of the following events:

- a. A change in the address of each office maintained by the Member or Affiliate Member;
- b. The opening of a new office by the Member or Affiliate Member;
- c. A change in the ownership interests of the Member or Affiliate Member when that change constitutes an alteration of 10% or more of the ownership interests in the Law Firm in any consecutive 12-month period, including, but not limited to changes as a result of departures, promotions, mergers or acquisitions;
- d. A change in the identity of the managing partner or executive officers of the Member or Affiliate Member; and
- e. Any other significant change in the operations or operating structure of the Member or Affiliate Member.
- f. Any other events as described in Section 18.01(A).

Section 3.10. A Member's or Affiliate Member's Identified Geography.

Upon admission to USLAW, each Member and Affiliate Member shall be identified as having the responsibility and capability of covering a defined geographic territory. Unless otherwise agreed in writing between the Member or Affiliate Member and the Board, participation in USLAW events shall be limited to attorneys that are admitted to and are resident in the geographic territory for which the Member or Affiliate Member has been assigned responsibility. In addition, except as is otherwise authorized by the Board, Members and Affiliate Members shall refrain from advertising their capabilities in geographic territories other than that for which they have been assigned responsibility.

While USLAW does not seek to govern or restrict the operations of its Members and Affiliate Members, growth outside of the geographic territory of assigned responsibility may impact the quality of the Member or Affiliate Member's participation in USLAW or otherwise not be in the overall best interests of the other Members of USLAW, and may serve as the basis for termination or other action as set forth in Section XVIII of the By-Laws.

ARTICLE IV

MEMBERSHIP

Section 4.01. Designation of Representative and voting rights.

Each Member and Affiliate Member shall be entitled to representation in USLAW membership through one or more designated persons ("Representative(s)"). At any meeting of the USLAW Membership, each Member firm shall have one (1) vote, irrespective of the size of the firm which is represented. Each Member shall identify its designated representatives to the Secretary or such other person(s) as may be designated by the Secretary. From time to time, the Secretary, or the Secretary's designee, will publish a list of Representatives for the Members, and if the designated Representative for any Member is incorrect, it shall be the Member's responsibility to so the Secretary or the Secretary's designee. Representatives of a Member shall be licensed attorneys at law who are owners of such Member and have general authority to act on behalf of such firm in all matters associated with USLAW.

Section 4.02. Regular and special meetings.

The Executive Committee shall designate a date each year for one regular meeting of the Membership, which shall be the Annual Meeting. Special meetings of the Membership may be called by the Chairperson, or by one-third (1/3) of the directors, or by one-third (1/3) of the Representatives of the total number of United States member firms, upon proper written notice, as herein provided. Affiliate Members are permitted to attend all regular and special meetings.

Section 4.03. Place of meetings and notice.

Meetings of the Membership shall be held at such places as may be designated by the Chairperson, or by other persons calling the meeting pursuant to Section 4.02.

Section 4.04. Presiding officer.

The Chairperson shall preside at meetings of the Membership, the Board, and the Executive Committee. Whenever such a meeting has been called and the Chairperson is not present for any reason, the Vice Chairperson shall preside at such meeting. In the absence of the Chairperson and the Vice Chairperson, an officer, or if no officer is present, a Representative, shall be selected to provide by majority vote of the representatives present.

Section 4.05. Quorum and majority vote.

A majority of the total number of Members shall constitute a quorum at any meeting of the Membership, and proxies may be counted to achieve a quorum. A majority vote of the Members present, in person or by proxy, at any regular or special meeting of the Membership shall be required for Membership action. A Member shall be deemed to vote "in person" when its vote is cast by its designated Representative.

Section 4.06. No Member compensation.

No Member or Affiliate Member shall receive compensation for serving as such.

Section 4.07. Expense reimbursement.

The Executive Committee may, by resolution, pay the reasonable travel and lodging expenses of any Representative or other person performing any function on behalf of the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

ARTICLE V

BOARD

Section 5.01. Required composition, election of and duties of Board.

The Board shall be comprised of twenty (20) elected representatives who shall serve as "Directors" of the Corporation, the Immediate Past Chair and the five (5) most current Chair Emeriti. Directors must be either a current equity or non-equity member/partner/shareholder of a current Member. The Board shall be representative of the membership, and shall contain at least three (3) Directors from each of the USLAW Regions within the United States and at least one (1) Director from outside of the United States, as those Regions may be defined by the Board. The Chairperson shall propose to the Members at the Annual Meeting a slate of individuals nominated to be Directors in order to fill any vacancies caused by the expiration of an existing Director's full term. The slate shall be approved by a majority of the Members at

the Annual Meeting. To the extent that the slate is not approved by a majority of the Members, each individual listed in the slate shall be submitted separately by the Chairperson for approval by a majority of the Members. If a vacancy remains following this procedure, the Chairperson shall accept nominations from the floor to fill such vacancy(ies), and shall then submit such nominations to the Membership at the Annual Meeting. Each Member present shall have one vote and may vote for only one candidate. The individual receiving the greatest number of votes shall be appointed to the first vacancy, the individual receiving the second greatest number of votes shall be appointed to any second vacancy, and so on until all vacancies are filled. In the event of a tie, the Chair, in his/her sole and absolute discretion shall determine which individual shall fill the position. The Board shall be responsible for establishing all policies relative to accomplishing the purposes of USLAW, shall annually recommend the Corporation's budget to the Membership, approve the applications for membership, and supervise the work of the Executive Committee.

Section 5.02. Election of officers and Executive Committee by Board.

At the Annual Meeting, the newly elected Board shall meet to elect from that Board's membership the officers, as specified in Section 6.01 and 6.02, and the Executive Committee, as specified in Section 7.01.

Section 5.03. Board meetings.

The Board shall meet at least twice a year. One such meeting shall occur in conjunction with the Annual Meeting of the Membership. Special meetings may be called by the Chairperson or by any three (3) Directors, upon proper written notice as herein provided. Meetings of the Board shall be held at such places and in such fashions (including telephonic meetings) as may be designated, by the Chairperson or other persons calling the meeting, and stated in the meeting notice.

Section 5.04. Quorum and vote.

Eleven (11) Board Members, not including the Immediate Past Chair and Chair Emeriti, participating (whether in person, by telephone, or by writing) shall constitute a quorum, and the approval of a majority of the Directors, including the Immediate Past Chair and each Chair Emeriti eligible to vote, present in person or by proxy at any regular or special meeting of the Board shall be required for Board action. Each Director, the Immediate Past Chair and each Chair Emeriti serving on the Board shall have one vote, except that the Immediate Past Chair and a Chair Emeritus shall not have a vote if the Immediate Past Chair or Chair Emeritus is from a Member that also has a Representative currently serving as a Director.

Section 5.05. Executive, Administrative and Staff Personnel.

The Board may on behalf of the Corporation employ, prescribe the duties of, designate the titles for, and fix the compensation of one (1) or more executive or administrative officers and necessary staff personnel to fulfill and carry out the functions of the Corporation.

Section 5.06. Telephone conferences.

A telephone conference of the Executive Committee or the Board, if duly called with proper notice given, and with a quorum participating, shall be deemed the equivalent of a meeting.

Section 5.07(a) Conflict of Interest

The purpose of the conflict of interest policy is to protect USLAW's interest when it is

contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 5.07(b) Definitions

(A) Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which USLAW has a transaction or arrangement.
- ii. A compensation arrangement with USLAW or with any entity or individual with which USLAW has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USLAW is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 5.07(c) Procedures

(A) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

(B) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.

(C) Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation to the Board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board shall determine whether USLAW can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in USLAW's best interest, for its own benefit, and whether it is fair and reasonable. In

conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- (D) Violations of the Conflicts of Interest Policy
- i. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5.07(d) Compensation

- (A) A voting member of the Board who receives compensation, directly or indirectly, from USLAW for services is precluded from voting on matters pertaining to that member's compensation.
- (B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from USLAW for services is precluded from voting on matters pertaining to that member's compensation.
- (C) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from USLAW, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 5.08. Term of Service and Limitations of a Director

- (A) Directors shall be elected for a two year term of service as provided in Section 5.01, except that pursuant to Section 5.08(b) in the event of a vacancy, the Board shall elect an individual to fill the remaining term of a Director that ceased his or her service before the expiration of a full term. A person selected to become a Director for an interim term shall be eligible to be thereafter re-elected to the Board for succeeding terms. A Director may be elected for two successive full terms, in addition to any service as a Director for an interim term.
- (B) In the event that any Director resigns or is removed before the expiration of that Director's full term, the Board shall by a majority vote elect and thereby authorize any Representative to fulfill the balance of the former Director's term.
- (C) The Chairperson shall automatically serve on the Board for one (1) year following the expiration of his/her term as Chairperson as the Immediate Past Chair.
- (D) Upon the conclusion of the one (1) year term of the Immediate Past Chair, the Immediate Past Chair shall automatically become a Chair Emeritus. Each Chair Emeritus will serve a term of five (5) additional years commencing the year following his/her service as Immediate Past-Chairperson. The resignation or removal of the Immediate Past Chair or a Chair Emeritus shall not create a vacancy for the remainder of the term, which shall be deemed concluded.

ARTICLE VI

OFFICERS

Section 6.01. Principal officers and terms.

The following four (4) principal officers shall be the officers of the Corporation: (i) Chairperson, (ii) Vice-Chairperson, (iii) Secretary-Treasurer, and (iv) Assistant Treasurer. Pursuant to Section 5.05, the Board in its sole and absolute discretion may also hire or appoint such other non-principal executive or administrative officers of the Corporation as are necessary to fulfill the functions and execution of the Corporation and its purposes.

Section 6.01(b). No compensation for serving.

No principal officer of the Corporation shall receive compensation for serving as such. The principal officers of the Corporation shall be filled by four (4) separate, individual Directors eligible for such positions.

Section 6.02. Election of officers.

The Vice-Chairperson, Secretary-Treasurer and Assistant Treasurer shall be elected annually by a majority vote of the newly elected Board based upon a slate nominated by a committee comprised of the Immediate Past Chair, Chairperson and Vice-Chairperson serving at the commencement of the Annual Meeting, provided that the Vice-Chairperson and Secretary-Treasurer shall be chosen from among the Executive Committee members serving prior to the Annual Meeting and the Assistant Treasurer shall be chosen from among the Directors serving prior to the Annual Meeting. The election shall take place at the Annual Meeting. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each principal officer other than the Chairperson shall take office immediately upon election by the Board at the Annual Meeting or the Board meeting held thereafter for such purpose, and shall hold office until his successor has been duly elected. Once elected, the Vice-Chairperson shall serve a one year term as Chairperson at the conclusion of his/her term as Vice-Chairperson without further election, and shall take office in the course of the Annual Meeting. Once elected, the Secretary-Treasurer shall serve a one year term as Vice-Chairperson at the conclusion of his/her term as Secretary-Treasurer without further election, and shall take office in the course of the Annual Meeting. Other than term limitations in service upon Directors and Executive Committee members set forth in these By-Laws, there is no limitation upon a Director's successive election as an Assistant Treasurer.

Section 6.03. Removal of officers.

Any principal or non-principal officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.04. Vacancies.

A vacancy in any principal office of the Corporation because of death, resignation, removal, disqualification, or other circumstance rendering service impossible or impractical may be filled by the Board by a Director serving on the Executive Committee, whether or not serving as a principal officer, by majority vote, for the unexpired portion of the term, except that in the case of the Chairperson, the Vice Chairperson shall assume such position and will continue to serve his/her full term thereafter or in the case of the Vice-Chairperson, the Secretary-Treasurer shall assume such position and will continue to serve his/her full term thereafter

Section 6.05. Duties of Chairperson.

The Chairperson shall have the duties of a president of the Corporation; shall preside at all meetings of the Executive Committee, Board, and Membership; shall be an ex officio member of all committees; and shall perform all of the duties incident to the offices of Chairperson and President, as well as such other duties as the By-Laws, the Executive Committee, and the Board may from time to time prescribe.

Section 6.06. Duties of the Vice Chairperson.

In the absence of the Chairperson, or due to the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Executive Committee or the Board.

Section 6.07. Duties of Secretary-Treasurer.

The Secretary-Treasurer shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation and affix any seal of the Corporation to any appropriate documents; keep a register of the post office address, FAX number and e-mail address, if any, of each Member, Officer, and Director, which shall be furnished to the Secretary-Treasurer by such Member, Officer, and Director; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may from time to time be assigned by the Chairperson, by the Executive Committee, or by the Board. If required by the Executive Committee, the Secretary-Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Executive Committee shall determine. The Secretary-Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws, and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may from time to time be assigned by the Chairperson, by the Executive Committee, or by the Board. If required by the Executive Committee, the Secretary-Treasurer shall give a bond for the faithful discharge of the Secretary-Treasurer's duties in such sum and with such surety or sureties as the Executive Committee shall determine. In order to facilitate the routine handling of funds and securities of the Corporation, the Secretary-Treasurer may delegate to one (1) or more executive or administrative officers or members of the administrative staff the authority and responsibility to handle, receive, deposit, and disburse funds and securities of the Corporation and to perform any related tasks.

Section 6.08. Duties of Assistant Treasurer.

The Assistant Treasurer shall keep the minutes of the meetings of the Executive Committee, the Board, and the Membership in one or more books provided for that purpose;. The Assistant Treasurer shall assist the Secretary-Treasurer with his or her duties to have charge and responsibility for the finances of the Corporation. As such, the Assistant Treasurer shall have same duties and obligations as, but is secondary, to the Secretary-Treasurer. The duties of the Assistant Treasurer include actively participating in the oversight of the financial matters of the Corporation, in tandem with, but subject to, the Secretary-Treasurer. In the absence of the Secretary-Treasurer, or due to the Secretary-Treasurer's inability or refusal to act, the Assistant Treasurer shall perform the duties of the Secretary-Treasurer, and when so acting, shall have

all the powers and be subject to all the restrictions upon the Secretary-Treasurer. The Assistant-Treasurer shall perform such other duties as from time to time may be assigned by the Executive Committee or the Board.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.01. Composition and Term.

- (A) The Executive Committee shall consist of the four (4) principal officers of the Corporation (determined pursuant to Sections 6.01 and 6.02), the Immediate Past Chair (determined pursuant to Section 5.08(c), the Chair Emeritus who is one year removed from Chair, the Chair Emeritus who is two years removed from Chair, and three (3) Directors nominated by the Chair and elected annually by the Board for a one year term of service. For the first two years as Chair Emeritus, the officers will have the voting rights specified in Section 7.02(b) below. Vacancies in membership on the Executive Committee may be filled for the unexpired portion of the term by a majority vote of the Board, based upon the nomination of a majority of the Executive Committee.
- (B) In the Board's sole and absolute discretion it may create such titles for Directors serving on the Executive Committee other than the principal officers for any purpose it deems necessary for purposes of effecting the purposes of the Corporation. The Secretary or his designee shall keep a list of the current titles conferred upon Directors serving upon the Board or Executive Committee. Other than the express limitation set forth in Section and subject to the term limitations set forth herein, a Director and Executive Committee member may fulfill one or more principal and/or non-principal officer role(s) for successive year(s).
- (C) A Director is eligible to be re-elected by the Board for up to four (4) consecutive one (1) year terms on the Executive Committee, provided however, that this limitation shall not apply to a Director in his/her final year of eligibility who is elected to the position of Secretary-Treasurer. If a Director is not re-elected to the Executive Committee or reaches the maximum duration of service without election to the Secretary-Treasurer position, the Director shall be deemed as finishing his/her term on the Board and shall not be eligible as a potential Director for the next successive election to the Board consistent with limitations set forth in Section 5.08.

Section 7.01. Meetings.

The Executive Committee shall meet at such places and in such fashions (including telephonic meetings) at the call of the Chairperson or any three (3) members of the Executive Committee.

Section 7.02(a). Monthly meetings.

The Executive Committee shall endeavor to hold monthly meetings, either in person or by telephonic conference call.

Section 7.02(b). Quorum and majority vote.

A majority of the members of the Executive Committee eligible to vote as provided for in Section 7.01 participating (whether in person, by telephone, or in writing) shall constitute a quorum at any meeting of the Executive Committee. A majority vote of the Executive

Committee Members present, in person or by proxy, at any meeting of the Executive Committee shall be required for Executive Committee action.

Section 7.02(c). Minutes.

Minutes of all Executive Committee meetings shall be taken by the Secretary-Treasurer, or the Secretary-Treasurer's designee, and promptly mailed or otherwise furnished to all members of the Executive Committee and the Board.

Section 7.03. Duties.

The Executive Committee shall be responsible for the day-to-day operation of the Corporation, for the performance of the duties delegated to it by these By-Laws, for the transaction of all business referred to it by the Board, and it shall act for the Board and the Membership in the performance of its duties. Any duty of the Executive Committee may be expressly delegated by it to one (1) or more executive or administrative officers or staff. No action of the Executive Committee shall conflict with the action or policy of the Board or the Membership.

Section 7.04. Supervision of the subordinate committees.

The Executive Committee shall supervise the work of each practice group and special committees appointed by the Executive Committee or Board, and the plans and proposals of each such practice group and subordinate committee shall be referred to the Executive Committee for approval or secondary referral to the Board pursuant to the provisions of the By-Laws.

Section 7.05. Recommendations on staff compensation.

The Executive Committee shall from time to time recommend to the Board the compensation of all executive or administrative officers and staff of the Corporation. The Board, by majority vote, will either approve such recommendation or refer the recommendation, with suggested changes, back to the Executive Committee for further consideration.

Section 7.06. Membership advisory function.

The Executive Committee may recommend to the Board the admission of a prospective member, the expulsion of an existing Member from the Membership, or any action to be taken in lieu of the expulsion of an existing Member from the Membership in response to a Member's action or inaction,. The Executive Committee may from time to time make other recommendations to the Board, including those concerning the maintenance of high legal, ethical, and community standards among the Members.

Section 7.07. Action without a meeting.

Action may be taken without a meeting of the Executive Committee, if at least a majority of the members of the Committee in advance approve, in writing, the proposal to take such action.

ARTICLE VIII

COMMITTEES OTHER THAN EXECUTIVE COMMITTEE

Section 8.01. Discretionary committees.

The Chairperson may, and shall have the right to, appoint such committees as the Chairperson shall deem advisable and shall assign appropriate duties and purposes to each. The members of discretionary committees shall serve at the pleasure of the Chairperson for as long as the

Chairperson shall decide. Affiliate Members may participate on committees but shall not have the right to vote.

Section 8.02. Duration of service.

Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8.03. Quorum and majority vote.

Unless otherwise provided in the By-Laws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.04. Governance and removal.

Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board. Unless designated by the Chairperson, a chairperson and secretary shall be elected by each committee. Any member of any committee may be removed by the Chairperson whenever in the Chairperson's judgment the best interests of the Corporation shall be served by such removal.

Section 8.05. Additional committee membership.

Each committee may add to its membership, within the number allowed by the Chairperson, such members as it shall deem advisable.

ARTICLE IX

NOTICES, PROXIES, PROCEDURES AND NOMINATIONS

Section 9.01. Notice procedures.

The Secretary-Treasurer, or his designee, shall give not less than fifteen (15) days' notice of all regular and special meetings of the Executive Committee, the Board, or the Membership, either by personal service, e-mail or by mailing or faxing a copy of such notice to each Representative at the last known office address, e-mail address of recognized representative, or fax number of the Member. Notice, if mailed, shall be deemed to be delivered when deposited in the United States mail in a seal, postage paid envelope addressed to the Member's last known address. Notice, if transmitted by e-mail or FAX, shall be deemed complete when a transmission receipt is acknowledged by the receiving machine. Any Member may waive notice of any meeting. The attendance of a Director or Member at any meeting shall constitute a waiver of notice of such meeting, except where a Director or Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee, the Board, or the Membership need be specified in a notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 9.02. Waiver of defects in notice.

Action taken at any meeting of the Executive Committee, the Board, or the Membership, however called and with whatever notice, if any, shall be deemed action of the full body, taken at a meeting duly called and held on proper notice, if: (a) all Members entitled to vote at the

meeting are present in person or by proxy, and no Member objects to holding the meeting; or (b) if a quorum is present, either in person or by proxy, no one present objects to holding the meeting, and each absent Member, having been served with notice of the meeting under Section 9.01, fails to object by delivering a written objection to the Secretary before the time and date of the noticed meeting.

Section 9.03. Proxy procedure.

Each Representative of a Member may appoint a partner or shareholder of that Member to vote a proxy on behalf of the Representative as a Member; any Director may appoint another Director to vote his/her proxy; and any member of the Executive Committee may appoint another Executive Committee member to vote his/her proxy. Such appointment shall be by a dated and-printed or written proxy, executed by the person giving the proxy or by his/her duly appointed attorney-in-fact, or by a telegram or cablegram appearing to have been transmitted by such Representative, filed with the Secretary before the vote in which the proxy is to be used. No proxy shall be valid after the expiration of three (3) months from the date of its execution. No proxy shall be undated or postdated. Every proxy shall be revocable at the pleasure of the person executing it, and a proxy may be revoked either by an instrument which by its terms revokes the proxy or by a duly executed proxy bearing a later date. The presence at a meeting of the person granting a proxy shall not in and of itself revoke the proxy, but such person may revoke the appointment by giving notice to the Secretary, before the vote in which the proxy is to be used, or by giving notice in the open meeting of the Membership.

Section 9.04. Nominating Committee.

The Nominating Committee shall consist of the Executive Committee of the Board. The Nominating Committee shall annually propose the slates for the Board, the Executive Committee, and the Officers subject to election. The Nominating Committee at least one hundred twenty (120) days prior to the Annual Meeting by written communication to the Membership, shall solicit proposals, to be made within thirty (30) days, from the Membership for candidates for the Board. At least thirty (30) days before the Annual Meeting, the Nominating Committee will confirm to the Secretary-Treasurer its slate for the Board, which the Secretary-Treasurer will then convey to the Membership. Additional nominations may be made from the floor at the Annual Meeting.

Section 9.05. Parliamentary procedure.

Robert's Rules of Order, as revised, shall govern the parliamentary proceedings of this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Section 9.06. Order of business. The order of business at meetings of the Executive Committee, Board, and Membership, so far as appropriate and practicable, shall be as follows:

- (a) calling of roll;
- (b) proof of due notice of meeting;
- (c) reading and disposition of any unapproved minutes;
- (d) reports of officers and committees;

- (e) election of officers;
- (f) unfinished business;
- (g) new business;
- (h) adjournment.

ARTICLE X

DUES AND EXTRAORDINARY FEES

Section 10.01. Authorization and continuation.

The Board may determine from time to time the amount of application fee, if any, and the Membership, by a majority vote, may from time to time determine the manner of computation of annual dues payable to the Corporation by each Member and Affiliate Member. The Board may, in its discretion by two-thirds vote, establish special categories of dues for proposed new Members or Affiliate Members, or, under paragraph 3.07(a), for individual existing Members or Affiliate Members based upon circumstances that in its opinion, justify a departure from the normal dues schedule for Members or Affiliate Members. In the absence of changes to the annual dues, the amount and method of computation of the dues for the preceding year shall apply to the succeeding year. The Board may at any time revise the dues structure so as to decrease the amount of the dues payable by the Members or Affiliate Members either individually or collectively.

Section 10.02. Schedule of payments.

Annual dues shall be payable in advance on dates that will be determined by the Board. Dues of a new firm shall be prorated, from the first day of the month in which such firm is elected to Membership, for the remainder of the fiscal year of the Corporation.

Section 10.03. Extraordinary fees.

A fee may be charged to any Member or Affiliate Member for computer or special services rendered to that Member. Such fees will be established by the Executive Committee. Additional fees may be charged the Membership and Affiliate Membership as are deemed necessary to defray the cost of operating a national headquarters, hiring necessary personnel, providing office equipment, public relations, literature, and other services. Such amounts will be determined by the Board, upon recommendation of the Executive Committee.

Section 10.04. Limitation.

The Membership may place a limitation upon the aggregate of dues and extraordinary fee assessments which may be charged a firm per calendar year.

ARTICLE XI

FISCAL YEAR

Section 11.01. Definition.

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

BANKING, EXECUTION OF INSTRUMENTS, AND EXPENSES

Section 12.01. Limitation of authority.

No Member or Affiliate Member or Representative or their agents, is authorized to speak, act, or enter into any contract on behalf of the Corporation unless such person or persons shall have received authority in writing from the Executive Committee or Board.

Section 12.02. Conditions on deposits, withdraws and accounts.

All funds of USLAW shall be deposited in the Corporation's name into bank accounts, so as to be federally insured, as authorized by the Executive Committee, including, but not limited to, a "control account," an "operating account," and a "trust account." Withdrawals from the control account, which will be the master bank account for the Corporation's finances and will be used primarily as a transfer account for funds to be deposited into the operating account, shall be made upon checks signed by any appropriately designated executive or administrative officer or designee, and countersigned by any officer of the Corporation or by such other agents as the Executive Committee may from time to time designate. The operating account, which will be primarily to pay the Corporation's day-to-day operating expenses, shall not exceed a balance as set by the Executive Committee or Board, and any single withdrawal of no more than an amount as set by the Executive Committee or Board, from the operating account may be made upon checks signed solely by any appropriately designated executive or administrative officer or designee; any single withdrawal over that amount from the operating account shall be made only upon a check signed by any appropriately designated executive or administrative officer and the designee of the Executive Committee. The trust account shall be used, in the discretion of any appropriately designated executive or administrative officer, for non-budgeted cash items other than dues and initiation fees, and is intended to serve primarily as a pass-through account for money received and redirected for, non-budgeted expenses (i.e., revenues against expenses for regional practice group, or national meetings, etc.). The above limits as set by the Executive Committee or Board shall apply to the trust account. The balances in all accounts and all withdrawals from all accounts shall be accounted for monthly to the Secretary-Treasurer, or any other officer designated by the Executive Committee. The Executive Committee, in its discretion, can at any time amend or revoke these provisions.

Section 12.03. Extension of authority.

The Executive Committee, upon the advice of the Board, may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument, including deeds, notes, and mortgages, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such designation by the Executive Committee, such instruments shall be signed by the Chairperson and the Secretary-Treasurer.

Section 12.04. Payment of non-budgeted items.

The Executive Committee is authorized to approve or ratify the payment of any non-budgeted expenses in a total amount not to exceed Fifty Thousand and no/100 (\$50,000.00) Dollars in any fiscal year, provided such action is not otherwise prohibited by these By-Laws.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 13.01. Authorization.

Any person (including the heirs, executors, executive or administrative officers, estate, legatees or devisees of such person) who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that (a) he is or was a director, officer, employee, or agent of the Corporation, or (b) he is or was serving at the request of the Corporation as a director, officer, employee, or agent shall be indemnified by the Corporation, if, as, and to the fullest extent authorized by the applicable law against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person indemnified may be entitled, but the invalidity of this sentence shall not affect the other provisions hereof.

ARTICLE XIV

AMENDMENTS

Section 14.01. Procedure.

These By-Laws may be altered, amended, or repealed, and new by-laws may be adopted, by a two-thirds (2/3) vote of the Members present at any regular meeting or any special meeting of the Membership if at least fifteen (15) days written notice is given of the proposal to alter, amend, repeal, or adopt new by-laws at such meeting and if the specific nature of such change is set forth in such written notice.

ARTICLE XV

ADMINISTRATION

Section 15.01. Board.

The Board, or its designee, shall be responsible for employment of any executive or administrative officer or staff. The officers and staff shall be provided with such space, equipment, and support personnel as may be necessary in the judgment of the Executive Committee at such location as it may direct. Pursuant to Section 5.05, the Board may determine and attribute any title to any executive or administrative office or staff personnel hired on behalf of the Corporation.

Section 15.02. Duties and Responsibilities of Non-Principal Executive and Administrative Officers.

All Non-principal executive and administrative officers hired or appointed by the Board on behalf of the Corporation shall have the duties and responsibilities as assigned by the Board, together with the authority reasonably necessary to perform such duties and responsibilities. At the discretion of the Executive Committee, any non-principal executive or administrative officer may be appointed to be an ex-officio, non-voting Member of the Executive Committee, the Board, practice groups, and committees established by the Board or by these By-Laws.

ARTICLE XVI

PRIVILEGED INFORMATION

Section 16.01. **Definition.**

In conducting its business, USLAW collects and stores (electronically and otherwise) information and data from multiple sources including member firms. This information and data includes but is not limited to matters involving clients of member firms, financial data, prospective members or clients, planning activities, etc. Such information, when received by member firms from USLAW or other member firms, is confidential and proprietary (whether designated as such or not) and shall not be released to any person, firm or organization without the express written authorization of USLAW's Chair or such other person or persons as the Chair may designate. Member firms shall set up appropriate internal procedures to prevent inadvertent release of such information.

This restriction does not apply to information publicly disseminated by USLAW or to information received from sources outside the USLAW organization. Whenever a member firm is uncertain whether specific information or data is subject to this restriction, inquiry should be made to the Chair or her designee before release of the information.

Deliberate violation of this Bylaw shall grounds for termination under Article XVIII.

The requirements of this Bylaw are in addition to any restrictions on disclosure imposed by applicable Canons of Ethics or Codes of Professional Responsibility.

ARTICLE XVII

DISSOLUTION

Section 17.01. **Procedure.**

Upon the dissolution or other termination of the Corporation, the Board shall at once proceed to a liquidation and convert to cash all of the assets of the Corporation. Out of the money received, all legitimate debts of the Corporation shall be paid first. The amount remaining shall be paid to and divided equally among the Members and the Affiliate Members in the ratio that each Member's or Affiliate Member's dues bear to the total dues collected in the year of the dissolution.

ARTICLE XVIII

SUSPENSION, TERMINATION and OTHER ACTION

Section 18.01. Automatic Review of Membership Status.

(A) The status and continuation of the membership of any Member or Affiliate Member shall automatically be reviewed by the Board upon the occurrence of any of the following circumstances, which the Member or Affiliate Member shall promptly and fully disclosed to the Board, and subject to the process described herein:

- (i) The dissolution, receivership, bankruptcy or similar insolvency-related proceeding involving a Member or Affiliate Member;
- (ii) The departure from a Member or Affiliate Member of 10% or more of its equity partners, shareholders, or owners in any calendar year other than by retirement, death or disability;
- (iii) Any change in the composition of a Member or Affiliate Member which results in a change of ownership interests of 10% or more in any calendar year other than departure of owners due to retirement, death, or disability;
- (iv) The merger or acquisition of a Member or Affiliate Member into or with another firm, whether or not the merger or acquisition is with another Member or Affiliate Member;
- (v) The opening of an office by a Member or Affiliate Member (whether by merger, acquisition or geographic relocation of existing personnel) that is outside of the geographic territory for which the Member has been qualified and assigned responsibility by USLAW
- (vi) Participation in a national or international client focused networking organization that would be reasonably viewed as competing with USLAW, and that has not previously been disclosed to and reviewed by the Board; or
- (vii) The departure from a Member or Affiliate Member of one of USLAW Contact Partners, member of the USLAW Board, or current Practice Group Chair.

(B) In the event of the occurrence of any one or more of the circumstances set forth in Section 18.01(A), the Executive Committee shall promptly investigate and review the facts and effects of the circumstances that have occurred. Using its reasonable discretion, the Executive Committee shall summarize the facts relevant to its considerations, and shall forward to the Board and to the affected Member(s) and Affiliate Member(s) the Executive Committee's recommendation of how to address the particular situation, including the following courses of action:

- (i) That the Membership shall be terminated;
- (ii) That the Membership shall be held in suspension subject to the submission and approval of a new application;
- (iii) That continued Membership shall be conditioned upon certain identified terms and conditions regarding the participations of the Member (or of its attorneys) in USLAW meetings, events, or other sponsored activities;
- (iv) That in circumstances where a Member's action has caused an economic loss to the Corporation, continued Membership shall be conditioned upon the Member's prompt payment for such loss; or
- (v) That no action by the Board with respect to the Membership is warranted.

- (C) The Executive Committee's recommendation shall be endorsed by a majority of the Executive Committee. If the Executive Committee recommends that termination proceedings be initiated, at least thirty (30) days advance written notice must be given to such Member or Affiliate Member that termination is under consideration by the Board, stating the grounds on which such action is thought to be justified, and providing notice that the Member or Affiliate Member will be given a reasonable opportunity to appear before the Board, with or without counsel, and be heard before a decision is rendered.
- (D) The Board shall promptly render a final determination for action regarding the matter. In its sole and absolute discretion, the Board shall consider all facts relevant to its determination. The Board's determination shall be without further right of review or appeal. Except with respect to the failure to pay amounts owed to the Corporation pursuant to Section 18.02, a Member may be terminated only upon vote of at least two-thirds (2/3) of those Board members present at any duly convened and constituted meeting of the Board. The Board may direct any action affecting the Member other than termination upon vote of a majority of those Board members present at any duly convened and constituted meeting of the Board. If a majority of the Board is unable to agree upon a course of action, then no further action of the Board with respect to the Membership at issue shall be taken.
- (E) Having complied with this procedure, the determination of the Board with respect to the adequacy of grounds for termination shall be binding and conclusive upon all concerned, and the terminated Member or Affiliate Member will receive a pro rata refund of prepaid dues
- (F) With respect to the operation of Section 18.01(A)(vi), the Board may adopt standard rules limiting the participation of Members, Affiliate Members and their attorneys in USLAW meetings, events and other sponsored activities, and denying participation to those Members, Affiliate Members and their attorneys that are active in other, competing organizations. To the extent that the Board takes such action, adherence to the rules established shall take the place of the automatic review required by Section 18.01 of the By-Laws. A Member or Affiliate Member's level of participation in another organization may separately give rise to Board action, including the possibility of termination, pursuant to one or more of the grounds set forth in Section 18.03.

Section 18.02. Termination for non-payment.

When any Member or Affiliate Member shall be in default in the payment of dues, assessments, or other fees due the Corporation for a period of sixty (60) days and if the same is not paid within ten (10) days after a "final" written notice, said Membership or Affiliate Membership shall thereupon be summarily terminated without the necessity of following the termination procedures set out in Section 18.01.

Section 18.03. Other grounds for action.

Upon the request of any Member, the Board shall be empowered to review the qualifications, behavior and participation of any Member or Affiliate Member. A Member may be subject to Board action, including, but not limited to termination, on any of the following grounds:

- (i) Substantial failure to comply with the Charter, By-Laws, or duly adopted policies, rules or regulations of the Corporation, or to abide by a prior action or direction of the Board pursuant to Section 18.01 of the By-Laws;
- (ii) Failure to devote a reasonable amount of time and effort toward the work of USLAW, as defined by rules, as may from time to time be promulgated by the Board, concerning Member or Affiliate Member participation in USLAW activities;
- (iii) Failure to support and implement the purposes and objectives of USLAW;
- (iv) Repeated failures of a Member or Affiliate Member firm to provide clients competent, ethical or efficient legal services;
- (v) Commission of a serious unlawful act, crime, or felony by any principal in a Member's or Affiliate Member's firm;
- (vi) Any serious breach of applicable standards of professional conduct on the part of any principal in a Member's or Affiliate Member's firm;
- (vii) Any other situation or development that the Board feels may adversely affect the overall objectives or reputation of USLAW.

ARTICLE XIX

WITHDRAWAL AND REINSTATEMENT

Section 19.01. Withdrawal procedure.

Any Member or Affiliate Member may withdraw at the end of any calendar month upon giving to the Secretary or his designee not less than three (3) months prior written notice, by mail, of its intention to withdraw. Unless the Executive Committee shall decide otherwise, a Member's or Affiliate Member's withdrawal will not entitle it to a refund of any prepaid dues. By mutual agreement, withdrawal may be effected earlier.

Section 19.02. Obligations for charges prior to withdrawal.

The withdrawal of any Member, Members, Affiliate Member or Affiliate Members shall not terminate USLAW and shall not relieve the Member(s) or Affiliate Member(s) so withdrawing of the obligation to pay any outstanding dues, assessments, or other charges theretofore accrued and unpaid.

Section 19.03. Waiver by withdrawal.

In the event of the withdrawal of a Member or Affiliate Member, the Member or Affiliate Member shall have no interest in or to the USLAW name and shall have no right thereafter to use the name.

Section 19.04. Reinstatement procedure.

Upon written request signed by a former Member or Affiliate Member and filed with the Secretary-Treasurer, the Board may, by a majority vote of the members of the Board, reinstate such former Member or Affiliate Member to Membership upon such terms as the Board may deem appropriate.

ARTICLE XX

BOOKS AND RECORDS

Section 20.01. Existence, access, and report.

The Board or its designee shall maintain the USLAW books (with the exception of those maintained by the Secretary-Treasurer under Sections 6.08 and 6.09) at the Corporation's principal office, and any Member, or its agent or attorney, shall at all reasonable times have access to all records maintained by the Corporation for any proper purpose. The books shall be kept on a cash basis and shall be closed and balanced at the end of the fiscal year. An audit of the books may be made by the Executive Committee at any time, and the Secretary-Treasurer shall report the status of the accounts at the Annual Meeting.

Section 20.02. Voting roll.

The Corporation shall keep at its principal office a record giving the names and addresses of the Members entitled to vote.