

**BY-LAWS
OF
NEW ENGLAND LEGAL FOUNDATION**

Revised and Effective: June 20, 2024

ARTICLE I

Offices

The principal office of the corporation shall be located in the city of Boston in the Commonwealth of Massachusetts. The corporation may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as affairs of the corporation may require from time to time.

ARTICLE II

Members

Section 1. Classes of Members. The corporation shall have the following two classes of members:

a. Class A members shall consist exclusively of those persons constituting the Board of Directors of the corporation and shall be elected in the manner and for the term prescribed in provisions of these By-Laws applicable to the Board of Directors. Each Director shall be a Class A member only for such time as he shall remain a Director of the corporation.

b. Class B members shall consist of each individual, corporate, or other business entity which subscribes to purposes and basic policies of the corporation and which has contributed money, property, services or has paid dues to the corporation in an amount established by the Board of Directors as a minimum qualifying contribution for Class B membership during any calendar year. Such Class B membership shall be assumed immediately upon receipt by the corporation of the qualifying dues or contribution. The Board of Directors may establish for each calendar year the number of dues or contribution and date or dates upon which they shall be payable in accordance with Article VIII of these By-Laws. All members shall promptly pay all dues or qualifying contributions which may be required of them, and any member who shall be two months in arrears in any such payment shall, upon the vote of a majority of the Board of Directors present at any meeting having a quorum, automatically lose membership.

Section 2. Voting Rights of Members. The voting rights of all members shall be vested exclusively in the Class A members and shall be exercised in accordance with the provisions of these By-Laws. Class B members shall be non-voting members of the corporation and shall have no voting rights regarding any matter.

Section 3. Rights, Privileges and Duties of Members. Membership in the corporation shall at all times be subject to review and revocation by the Board of Directors. A member may be expelled for any conduct which, in the opinion of a majority of the Board of Directors, is improper or otherwise injurious to the good order, peace, or interest of the corporation. Class A members shall have all rights, privileges, and duties accorded to Directors of the corporation in applicable provisions of the Articles of Organization and these By-Laws. Class B members shall not be entitled to attend any meeting of the corporation or its Board of Directors except by invitation of the Board. Class B members shall be entitled to receive publicity releases and other publications which are circulated generally by the corporation. Certificates of membership shall not be issued, and the Articles of Organization and these By-Laws shall together constitute the exclusive statement of the rights, privileges, and duties of members of this corporation. Such rights, privileges, and duties may not be assigned or transferred. Membership in the corporation shall be available without regard to race, religion, ethnicity, creed, gender, gender identity, national origin, or any other protected status recognized under applicable state or federal law.

Section 4. Retroactive Effect of Membership. Provisions of this Article of the corporate By-Laws shall be applied retroactively to each person serving on the Board of Directors on the date of enactment of this Article and to each person, corporation or other business entity qualified for Class B membership. Such Class B membership shall be considered to have been assumed as of the date of the most recent qualifying contribution from each Class B member. The resolution of adoption of any amendment may provide for phased implementation of term limits to ensure staggered Board of Director terms.

ARTICLE III
Board of Directors

Section 1. General Powers. Affairs of the corporation shall be managed by its Board of Directors who need not be residents of the Commonwealth of Massachusetts.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be not less than twelve (12). Each Director shall hold office for three years from the date of appointment and shall be eligible for reelection to no more than two successive terms on Board, except the President shall not be subject to this term limit during his or her service as a member of the Board. The Executive Committee may in its discretion waive the term limit for any Director in the best interests of the corporation. The Board shall make best efforts to elect at least one Director from each New England state.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors for any reason and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Termination. A Director shall cease to act in that capacity by resignation, death, or upon removal by the vote of a majority of Directors.

Section 5. Regular Meetings. A regular annual meeting of the Board shall be held without other notice than this By-Law. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution. All meetings may be held in person, virtually or both.

Section 6. Special Meetings. Special meetings may be called by or at the request of the Chair, President, or any two Directors. Such meetings may be held at the corporation's principal office or virtually, or such other place as may be agreeable to a majority of the Board.

Section 7. Notice. Notice of any special meeting of the Board shall be given at least two days previously thereto by notice delivered personally, sent by mail or email, or conveyed by telephone to each Director at his or her address as shown by the corporation records. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to have been delivered when sent. Any Director may waive notice of a meeting.

A Director's attendance at any meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor purpose of any regular or special Board meeting need be specified in a notice or waiver of such meeting, unless specifically required by law or these By-Laws.

Section 8. Quorum. One-third of the Board shall constitute a quorum for transaction of business at any Board meeting. If less than a quorum of the Directors is present, a majority may adjourn the meeting without further notice.

Section 9. Manner of Acting. The act of a majority of Directors present at a meeting, at which a quorum is present, shall be an act of the Board, unless the act of a greater number is required by law or these By-Laws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, except that by resolution of the Board each Director may be paid a fixed sum and expenses of attendance at each regular or special Board meeting, but nothing herein contained shall be construed to preclude a Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Directors. Any action, required by law or otherwise, of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or confirmed by email.

ARTICLE IV

Trustees

Section 1. Eligibility. The Board shall select from those corporation members who are not currently Directors a number of individuals who shall be known as Trustees. The Trustees shall be selected from those persons who have previously been Directors or otherwise made or will make a significant contribution to achievement of the corporation's mission.

Section 2. Term. Trustees may be elected at each meeting of the Board, and each Trustee shall serve after election for a period of three years. Each Trustee shall be eligible for reelection to no more than two successive terms. Trustees may meet with the Board of Directors at any meeting and have such other rights and duties as the Board may provide, except the right to vote in Board matters.

ARTICLE V

Officers

Section 1. Officers. Officers of the corporation shall be a Chair, one or more Vice Chairs (the number thereof to be determined by the Board of Directors), a President, a Treasurer, and a Clerk elected from among the Directors. The Board may elect to appoint such other officers, including one or more Assistant Clerks and Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform duties prescribed by the Board of Directors. Any two or more offices may be held by the same person except that neither a Chair nor a President shall simultaneously hold the office of Clerk.

Section 2. Election and Term of Office. Officers of the corporation shall be elected annually by Directors at the regular annual Board meeting. If the election of officers shall not be held at such meeting, an election shall take place as soon thereafter as it conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for a two-year term or until a successor shall have been duly elected and qualified, except the President shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for an unexpired portion of the term.

Section 5. Chair. The Chair shall be Chair of the Board and the Executive Committee of the Board, shall preside at all meetings of the Directors and Executive Committee, and shall act as the corporation's principal executive officer subject to the general supervision and control of the Directors during such time periods that the office of President may be vacant, in the President's absence, or in the event of inability or refusal to act. The Chair shall be an *ex officio* voting member of any Standing Committee.

Section 6. Vice Chair. In the absence of the Chair or the event of his inability or refusal to act, the Vice Chair or, if there is more than one, the Vice Chairs in order of their election, shall perform duties of the Chair and, when so acting, shall have all powers of and be subject to all restrictions upon the Chair. Any Vice Chair shall perform such other duties as may be assigned by the Chair or Board of Directors. The first-appointed Vice Chair shall be an *ex officio* voting member of any Standing Committee.

Section 7. President. The President shall be the corporation's principal executive officer, subject to general supervision and control of the Board, and shall be an *ex officio* voting member of the Board. The President shall report to the Directors and, during intervals between meetings of the Board, shall report to the Executive Committee of Directors. The President is authorized to sign all checks, drafts, or orders for payment, notes, or other evidence of indebtedness in the corporation's name, and all other casual contracts for goods or services, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors, by these By-Laws, or by statute to some other officer or agent of the corporation.

The President may sign with the Clerk or any other proper corporation officer authorized by the Board of Directors any deeds, mortgages, bonds, 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, by these By-Laws, or by statute to some other officer or agent of the corporation. In general, the President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws, and in general perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Chair, President or Board of Directors. The Treasurer may delegate these duties to the Director, Finance & Operations, in his or her discretion.

Section 9. Clerk. The Clerk shall keep minutes of meetings of the members and Board of Directors in one or more books provided for that purpose, 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 corporation seal and see that it is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with provisions of these By-Laws, keep a register of the post office address of each member which shall be furnished to the Clerk by such member, and in general perform all duties incidental to the office of Clerk and such other duties as may be assigned by the Chair, President or Board of Directors. The Clerk may delegate these duties to the Director, Finance & Operations, at his or her discretion.

Section 10. Assistant Treasurers and Assistant Clerks. If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Clerks, in general, shall perform such duties as shall be assigned to them by the Treasurer, Clerk, Chair, President, or the Board of Directors.

ARTICLE VI

Standing Committees

Section 1. Appointment. The following committees shall constitute the standing committees of the corporation and all members and Committee Chairs and any Vice Chairs thereof shall be appointed by the Board Chair, except for the Executive Committee or as otherwise provided in these bylaws, The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law.

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of four or more Directors, including the Chair, first-appointed Vice Chair, President, Chair of each Standing Committee, and up to three Directors elected at large, and which, to the extent provided in said resolution, shall have and exercise authority of the Directors in management of the corporation, except that no such committee shall have authority of the Board of Directors in reference to amending, altering, or repealing By-Laws, electing, appointing or removing a member of any such committee or a Director or officer of the corporation, amending the Articles of Incorporation, restating Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all corporation property and assets, authorizing the voluntary dissolution of the corporation or evoking proceedings therefor, adopting a plan for the distribution of corporation assets, or amending, altering or repealing any resolution of the Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 3. Nominating and Governance Committee (“NomGov”). The NomGov Committee shall be responsible for recruiting, screening, and nominating new Board members and Trustees, and for overseeing and recommending periodic amendments to the Articles of Organization, these Bylaws, and, in consultation with the President, other formal policies of the corporation.

Section 4. Audit Committee (“AuditCom”). The AuditCom shall consist of the NELF Treasurer who shall serve as the AuditCom Chair, the Board Chair, the Board Vice Chair and

additional members appointed by the Board Chair. The AuditCom is responsible for oversight of the financial aspects of the corporation and seeks to ensure the fiscal stability and viability of corporation operations. The AuditCom shall oversee selection of independent outside auditors and annual audit of the corporation's books, records and financial statements.

Section 5. Compensation Committee ("CompCom"). The CompCom shall annually review the compensation and benefits of corporation employees, including the President, in view of comparable corporation's employees with similar qualifications, roles and responsibilities and make recommendations to the President, for employees' compensation and benefits, and to the ExCom, for the President's compensation and benefits, to enhance the Corporation's ability to recruit and retain talent. The President shall consider the recommendations of the CompCom in preparing proposed budgets for Board approval.

Section 6. Investment Committee ("InvestCom"). The InvestCom shall be responsible for overall guidance, management, and oversight of the corporation's assets, shall periodically review and recommend qualified investment advisor(s) for engagement by the Board, and ensure that equities shall be maintained in a reputable investment account. The InvestCom shall make recommendations at fiscal year-end for investment of excess assets not needed for operating expenses or other corporation initiatives as directed by the Board.

Section 7. Cabot Gala Dinner Committee ("Dinner Committee"). The Dinner Committee shall recruit and recommend honoree(s) to receive the annual John G.L. Cabot Award and shall oversee the development of sponsors and marketing of the event.

Section 8. Legal Review Committee ("LRC"). The LRC has the authority to determine, in the absence of specific Board direction to the contrary, which legal matters or cases should be accepted by the corporation, to be handled by its staff attorneys or counsel. The LRC shall consist of attorneys who are members of the Board of Directors; are aware of governing professional standards; have been admitted to the bar; and are responsible to the highest court of the state of admission for the maintenance of professional standards. The LRC shall from time-to-time review and propose any amendments to the Case Selection Protocol and Procedures Policy of the corporation.

Section 9. Other Committees. Committees not having and exercising the authority of the Board of Directors in management of the corporation may be appointed as designed by a resolution adopted by a majority of the Directors at a meeting where a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the Board of Directors, and the Board Chair shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever the best interest of the corporation shall be served by such removal.

Section 10. Term of Office. Each committee member shall continue as such until a successor is appointed, unless the committee shall be sooner terminated or such member ceases to qualify as a member thereof.

Section 11. Chair. One member of each committee other than the Executive Committee shall be appointed as Chair by the person or persons authorized to appoint members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members at a meeting, where a quorum is present, shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or rules or policies adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness in the corporation name shall be signed by such officer or officers, agent or agents of the corporation and in such manner as authorized by these By- laws. In the absence of such specific authorization, such instruments shall be signed by the President, Chair or a Vice Chair of the corporation, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors, these By-Laws, or statute to some other officer or agent of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the President may select.

Section 4. Gifts. The President may accept on behalf of the corporation a contribution, gift, bequest. or devise for general purposes or any special purpose of the corporation.

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Dues and Qualifying Contributions

The Board of Directors may establish for each calendar year dues or a minimum contribution as a qualification for Class B membership in the corporation and may prescribe a date or dates upon which such dues or contributions shall become payable.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the corporation's name and the words, Corporate Seal.

ARTICLE XI

Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by vote of a majority of the Directors present at any regular or special meeting, if at least ten days written notice is given of intention to alter, amend, repeal, or adopt new By-Laws at such meeting.

ARTICLE XII

Indemnification

The Board of Directors may authorize the corporation to pay any expenses (whether or not yet paid) incurred by, or to satisfy a judgment or fine rendered or levied against present or former Directors, officers, employees, or other agents of the corporation, as provided in the General Laws of the Commonwealth of Massachusetts. Provisions of this Article shall also apply to the estate, executor, administrator, heirs, legatees, or devisees of a Director, officer, employee, or other agent of a Director, officer, employee, or other corporation.

Through amendment of June 20, 2024.

Last amended September 21, 1994.