

**AMENDED AND RESTATED BYLAWS
OF
ALASKA LEGAL SERVICES CORPORATION (ALSC)**

**ARTICLE I.
OFFICE LOCATION.**

As stated in the articles of incorporation, the principal office of the corporation shall be located in Anchorage, Alaska. Additional offices may be located in such other locations as may be desirable.

**ARTICLE II.
MEMBERSHIP.**

There are no members of the corporation.

**ARTICLE III.
MEETINGS.**

Section 1. Regular and Annual Meetings. An annual meeting of the board of directors shall be held in the month of May or June in order to discuss the annual budget of the corporation and to elect officers. At least three other regular meetings of the board of directors shall be held each year. The board of directors shall set the date and time of these meetings. Board of directors meetings may be conducted by teleconference or through other electronic means upon approval of a majority of the board.

Section 2. Special Meetings. Special meetings of the board of directors may be called by the president, or by the secretary upon written request of four directors to the secretary.

Section 3. Place of Meetings. Meetings may be held at any place within the State of Alaska, the location to be determined by a majority vote at any preceding meeting. If no place is specified, the place of the meeting shall be the principal office of the corporation.

Section 4. Notice of Meeting. Written notice stating the place, day, and hour of each meeting shall be delivered, either in person or by mail, to each director and alternate, not less than 10 nor more than 50 days before the meeting. This notice shall be issued by the executive director of the corporation at the direction of the board of directors, the president, the secretary, or the directors requesting or calling the meeting. In case of a special meeting or when required by statute or bylaw, every purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting is considered to be delivered when deposited in the United States mail addressed to the director and alternate at their address as it appears on the records of the corporation.

Section 5. Quorum for Meeting. The presence of eight directors (including alternate directors attending for directors unable to attend), at least one of whom is not a lawyer, constitutes a quorum at any meeting.

Section 6. Action Out of Meetings. Any action otherwise lawful may be taken without a meeting if a consent in writing, setting out the action so taken, is signed by all of the directors or alternate directors participating. Such an action may also be taken during a telephonic or electronic conference between directors or participating alternate directors, so long as FAX or E-Mail messages confirming the action taken are received from at least 10 directors.

Section 7. Voting. Each question before the board of directors shall be decided by majority vote of directors or participating alternate directors present and voting, unless a greater margin is required by law or by the articles or bylaws of this corporation. Proxies and absentee voting are not allowed.

ARTICLE IV.

BOARD OF DIRECTORS; EXECUTIVE COMMITTEE; AND EXECUTIVE DIRECTOR.

Section 1. General Powers. The board of directors shall set the policies and direct the affairs of the corporation.

Section 2. Selection of Attorney Directors and Alternates. Both the director and the alternate for that seat must be members of the Alaska Bar Association, selected as follows:

At large — One director and one alternate are appointed by the president of the Alaska Bar Association.

First Judicial District — Two directors and two alternates are selected by the members of the Alaska Bar Association in the First Judicial District.

Second Judicial District — One director and one alternate are selected by the members of the Alaska Bar Association in the Second Judicial District.

Third Judicial District — One director and one alternate for each of the three seats are selected by the members of the Alaska Bar Association in the Third Judicial District, in accordance with the following guidelines if possible:

Seats A and B. Both the directors and the alternates shall be selected from the general district membership.

Seat C. The director and the alternate shall be selected by the general district membership from the following groups of Alaska Bar Association members:

1. attorneys who reside in the Kenai Peninsula Judicial Service Area; and
2. attorneys who reside in the Kodiak Aleutian Judicial Service Area.

Fourth Judicial District — Two directors and two alternates are selected by the members of the Alaska Bar Association in the Fourth Judicial District.

The district selections are subject to confirmation by the board of governors of the Alaska Bar Association. These appointments shall be made so as to ensure that the attorney board members include women and minorities and reasonably reflect the population of the areas served.

Section 3. Selection of Lay Directors and Alternates. Six directors and six alternates are to be selected by the organizations listed below, in accordance with the following guidelines:

1. At each year's December board meeting, the board shall designate, from the below list, those organizations from which selections for lay members are to be solicited, and those organizations from which selections for alternate lay members are to be solicited, for any seats and alternate positions due to expire within twelve months. (Lay members whose terms are to expire in less than twelve months will not participate in this designation.) The board's designation of organizations to select directors and alternates will be made in such a way as to maintain the board's geographic and ethnic diversity, taking into account the local needs, contributions and circumstances of each region.

Aleutian/Pribilof Islands Association
Association of Village Council Presidents
Bristol Bay Native Association
Chugachmiut
Cook Inlet Tribal Council
Copper River Native Association
Kawerak Inc.
Kodiak Area Native Association
Maniilaq Inc.
North Slope Borough Department of Health and Social Services
Tanana Chiefs Conference
Tlingit-Haida Central Council

2. Each person selected as a lay director or alternate must be eligible, at the time selected, to receive legal assistance under the income eligibility guidelines established by the Legal Services Corporation and the Alaska Legal Services Corporation. The eligibility for legal assistance of a person selected to serve as a director or alternate shall be determined by the appointing organization in accordance with the most recent eligibility policies. The appointing organization shall certify to the board, in writing, whether or not the person is eligible. At the request of the organization or the individual, eligibility may be determined by ALSC's executive director or his/her designee, who shall certify eligibility to the board.

3. The board may waive financial eligibility at the time of appointment for no more than one lay director and no more than one lay alternate, provided that the board finds that its membership composition will still be in compliance with 45 CFR 1607.4(c) or its successor provisions, i.e., that at least one-third of the board members have been found to be financially eligible when appointed.

Section 4. Vacancies. (a) For the purpose of this section, “vacancy” means an unfilled board position resulting from resignation, death, or any other reason, including unexcused absences as provided in these bylaws.

(b) If an attorney director or alternate vacancy occurs, the vacancy is filled by appointment by the board of governors of the Alaska Bar Association. If the vacancy is not filled by the board of governors by the next Alaska Legal Services Corporation board meeting following notification of vacancy, then the board of ALSC may select a successor who is an Alaska attorney from the judicial district in which the vacancy occurred.

(c) If a non-attorney director or alternate vacancy occurs, the entity that has the authority to appoint that director shall be notified of the vacancy and asked to appoint a replacement. If the vacancy is not filled within two Alaska Legal Services Corporation Board meetings following notification, then the board of ALSC may select a successor who resides in the area of the entity from which the selection should have come.

Section 5. Authority of Alternates. (a) Alternates shall attend meetings as directors only in the absence from the meeting of one or more director, and only at such meetings shall serve as director for all purposes under these bylaws. If the alternate for a non-attending attorney director is unable to attend a board meeting, another attorney alternate from the same judicial district shall be invited to attend the meeting. If the alternate for the director appointed by the president of the Alaska Bar Association is unable to attend a board meeting, another attorney alternate, designated by the president of the Alaska Bar Association, shall be invited to attend the meeting; if the bar president does not designate another alternate, the president of Alaska Legal Services Corporation shall invite another attorney alternate to attend. If a lay director is unable to attend a board meeting, an alternate shall be invited to attend the meeting.

(b) Alternates may attend and participate in, without a voting right, any meeting of the board or of any committee of the board. The board of directors may appoint an alternate to a committee of the board.

Section 6. Residency Requirement. All attorney directors and alternates, except the director and alternate appointed by the Alaska Bar Association president, must actually reside in the judicial district or region for which they are selected, except that waivers of this requirement may be given, under Section 7 of this article, for persons who, after their selection to the board, temporarily reside outside their region for non-discretionary reasons, and who intend to return to residence within their region as soon as possible.

Section 7. Ratification of Directors. (a) The board of directors, at the beginning of its annual meeting or of the first meeting after a new director is selected, shall vote to ratify the selection of newly selected directors and alternates. Upon ratification, the term of the new director or alternate begins.

(b) Ratification by the board signifies that selection of the director or alternate is in compliance with this article, or that the board has adopted a resolution to waive compliance as to the person selected. A person selected to serve as director or alternate may not be seated on the board without ratification or a waiver of compliance.

(c) The board may vote by a two-thirds vote of those present and voting to waive, for attorney and non-attorney selections, non-compliance with residency or other requirements when the board finds that such a waiver is both necessary and in keeping with the spirit of Legal Services Corporation and Alaska Legal Services Corporation goals and objectives.

Section 8. Executive Director. The board of directors may hire an executive director to act on the board's behalf in directing the affairs of the corporation and carrying out policies and goals established by the board. The board may, by resolution, enlarge or constrict the authority of the executive director.

Section 9. Executive Committee. The board of directors may appoint from among the directors an executive committee of five directors, one of whom is the president of the corporation, who shall serve as chair of the executive committee, but who may not vote during executive committee meetings except in case of a tie. Three of the directors serving on the executive committee must be attorney directors, and two must be non-attorney directors. The board of directors reserves to itself alone, the power to change the membership and fill vacancies on this committee, hire or fire an executive director, hear grievances concerning the executive director, elect and remove officers, and amend the bylaws. Subject to these limitations, the executive committee possesses all powers of the board of directors. Members of the executive committee shall be elected by the board of directors at each annual election of officers. The term of office is one year.

ARTICLE V. OFFICERS.

Section 1. Officers. As stated in the articles of incorporation, the officers of the corporation are a president, a vice-president, a secretary, and a treasurer. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it considers desirable, those officers to have the authority and perform the duties prescribed, from time to time, by the board.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the annual meeting of the board. If the election of officers is not held at that meeting, the election shall be held at the board's next meeting. New offices may be

created and filled at any meeting of the board of directors. Each officer holds office until his or her successor has been elected.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board whenever, in its judgment, the best interests of the corporation would be served by doing so.

Section 4. President. The president shall preside at all meetings of the board of directors. He or she may sign, with the secretary or any other appropriate officer of the corporation authorized by the board, any deed, mortgage, bond, contract, or other instrument that the board has authorized be executed. The president does not have this authority in cases where the signing and execution has been expressly delegated by the board or by these bylaws or by statute to some other officer or agent of the corporation. In general, the president shall perform all duties as may be prescribed by the board of directors from time to time.

Section 5. Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall also perform whatever duties the board of directors or the president may from time to time assign.

Section 6. Treasurer. The treasurer shall keep or cause to be kept adequate financial records of all proceedings and business of the corporation. The treasurer shall also perform whatever additional duties the board of directors or the president may from time to time assign.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; assure that all notices are given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and, in general, perform all duties incidental to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the board. All such duties may be delegated to the executive director.

Section 8. Vacancies. When a vacancy occurs in one of the executive offices by reason of death, resignation, removal, forfeiture, or other cause, it shall be filled by the board of directors at the next board meeting. The officer so selected holds office for the unexpired term of the predecessor in office.

ARTICLE VI. CONTRACTS; FINANCES.

Section 1. Contracts. The board of directors may authorize any officer or agent of the corporation, in addition to the officers mentioned by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. This authority may be general or confined to a specific purpose.

Section 2. Banking and Accounting. The board of directors may contract or otherwise arrange with appropriate state and local governmental and private agencies for services necessary to carry out its purposes, including accounting, banking, auditing, and program conduct and administration. The board may authorize the executive director to enter into any of these arrangements or contracts on behalf of the corporation.

**ARTICLE VII.
BOOKS AND RECORDS.**

The corporation shall keep correct and complete books and records of accounts, minutes of the proceedings of the board of directors, and, at its principal office, a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director or alternate, in person or through an agent, for any proper purpose at any reasonable time.

**ARTICLE VIII.
FISCAL YEAR.**

The fiscal year of the corporation begins on the first day of January and ends on the last day of December in each year.

**ARTICLE IX.
SEAL.**

The board of directors may provide a corporate seal, which must be in the form of a circle and must have inscribed on it the words, "Corporate Seal, Alaska Legal Services Corporation."

**ARTICLE X.
WAIVER OF NOTICE.**

When a notice is required to be given under the articles of incorporation or these bylaws, a waiver of it in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in it, is considered equivalent to the giving of the notice.

**ARTICLE XI.
AMENDMENTS OF BYLAWS.**

These bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the board of directors present at any regular meeting or at any special meeting, if at least 10 days' written notice is given of intention to amend or repeal or to adopt new bylaws at the meeting.


**ARTICLE XII.
FORFEITURE OF DIRECTORSHIP.**

Section 1. Termination. The board may, by majority vote of the board members present and voting at a regular meeting, terminate the directorship of a director who has two unexcused absences or three consecutive absences whether excused or not. Absences will be considered excused if the director provided sufficient notice before the meeting so that an alternate was able to attend in the director's place. Absences will also be considered excused, at the discretion of the President, when unavoidable due to illness, inclement weather, travel disruptions, or other unforeseen circumstances. The board may also, by a two-thirds vote of the members present and voting at a regular meeting, terminate the directorship of a director who has been suspended or disbarred from the practice of law, or who has been convicted of a misdemeanor or felony, or who has committed a significant breach of ALSC's confidentiality requirements, or who has otherwise engaged in conduct so injurious to ALSC's mission as to present good cause. If a director is terminated, the vacancy caused by that action shall be filled as provided by these bylaws.

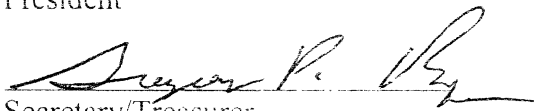
Section 2. Notice. Following a director's unexcused absence from a meeting of the board of directors, or absences from two consecutive meetings, the executive director or some other person designated by the board shall notify the affected director by letter of the possibility of termination; however, the failure to fulfill this requirement will not restrict the board's authority to terminate, although it may be taken into account in making that decision. Terminations for other good cause will ordinarily require that the affected director be given notice and an opportunity to be heard prior to termination, however, the board may elect to suspend the affected director immediately pending the hearing.

Section 3. Notice of Vacancy. Notification of a vacancy shall be made by the executive director or some other person designated by the board of directors. The notice shall be sent to the entity whose seat is vacant within 10 days after the board meeting at which the seat became vacant.

DATED: May 3, 2008, at Anchorage, Alaska.



President



Secretary/Treasurer