

BYLAWS
OF
THE STATE LAW RESOURCES, INC.,
A NONPROFIT CORPORATION

ARTICLE I

Purposes of the Corporation

The Corporation is a nonprofit corporation organized: (a) to organize and conduct seminars and meetings of its Members to provide a better understanding of the issues facing the clients of the Member Firms (as defined below); (b) to provide a forum for the discussion of such issues and to exchange ideas and mutual assistance with respect to serving clients of Member Firms; (c) to promote the benefits of working with experienced professionals who are in a multi-state network; and (d) to do any other lawful activity that qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) and the North Carolina Nonprofit Corporation Act. All Member Firms shall have a state government practice, typically including, but not limited to, lobbying and practice before state legislatures, administrative agencies and other facets of state and local government in the state the Member Firm represents in the Corporation. Member Firms shall be highly experienced and well known for their expertise in all manner of law and government affairs practice.

ARTICLE II

Offices

1. The PRINCIPAL OFFICE of the Corporation is located at 1800 M Street NW, Suite 400 South, Washington, DC 20036, or as the Board of Directors (the “Board”) may designate.
2. The REGISTERED OFFICE of the Corporation required by law to be maintained in the State of North Carolina shall be determined through affiliation with a registered agent approved by vote of the Board.
3. The Corporation may have OTHER OFFICES at such other places, whether within or without the State of North Carolina, as the Board may from time to time determine or as the affairs of the Corporation may require.

ARTICLE III

Membership

1. MEMBERSHIP: The Members of the Corporation shall be: one firm of the type described in these Bylaws representing each state, the District of Columbia, and Puerto Rico, and from such additional territories, provinces and/or other nations or political or economic unions approved by the Board, collectively hereafter referred to as Member(s) or Member Firm(s).

The Board may approve a non-law firm entity as a Member Firm if it determines that the circumstances in that jurisdiction call for such recognition. In such an instance, the non-law firm Member must have a state legislative business and an affiliation with a law firm in the same state that does work similar to the Member Firms. In such circumstances, the dues would be assessed against the jurisdiction, with the entities determining how the dues are satisfied.

“Member Firms” shall mean those business entities representing a single state, territory, and/or country within the Corporation’s jurisdiction that include lawyers or professionals who are experienced in representing clients before agencies and regulatory boards of their respective governments, or serve as legislative lobbyists in the state, territory, province or nation.

The Board of Directors, in its sole discretion, may approve a single business entity or family of entities to represent up to two (2) jurisdictions as separate Member Firms. In such instance, dues shall be owed per represented jurisdiction.

The Secretary of the Corporation shall maintain a current list of Members and such list shall be final and conclusive for all purposes hereunder.

2. **APPLICATION FOR MEMBERSHIP:** The Board shall establish standards for and approve applications to become a Member Firm.

A new Member shall, as a condition of membership, within thirty (30) days after notice in writing has been sent by the Corporation, pay the annual membership dues or a pro-rated portion thereof as the Board may determine. If the membership dues of a new Member Firm has remained unpaid for a period of thirty (30) days, the Secretary shall cause the Member Firm to be notified that, unless the same be paid within thirty (30) days thereafter, the Board may terminate the membership; and in such case, the membership of the delinquent Member shall thereupon cease, unless for reasons satisfactory to the Board excuses the default.

3. **VOTING RIGHTS:** Each Member Firm shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Each Member Firm shall have the right to vote in person or by proxy. Each Member Firm shall appoint a Designated Representative to act on its behalf in all matters before the Corporation.

4. **DESIGNATED REPRESENTATIVE:** Each Member Firm shall appoint and certify to the Secretary of the Corporation one (1) person to be its representative in the Corporation who shall represent, vote, and act for the member in the affairs of the Corporation. The Member Firm shall be permitted to appoint a replacement representative in the event that the Designated Representative is unable to act. Notice of the substitution shall be provided to the Secretary prior to such substitution.

5. **MEMBERSHIP DUES:** Annual dues will be set by action of the Board and will be due no later than January 31 of each year. Should annual dues be more than three (3) months in arrears, the Board may take action regarding the membership status of the delinquent Member, after notice to the Member. Annual dues for Members, and the payment date for such dues, may be adjusted from time to time as approved by the Board. Annual dues for new Members joining during a calendar year may be prorated based upon the date membership commences and other factors, at the discretion of the Board.

6. **TERMINATION OF MEMBERSHIP:** Membership in the Corporation is a privilege, contingent upon an active commitment to the organization's stated purposes. The Board shall periodically evaluate the membership to ensure that the Corporation's purposes are being met throughout the organization. The Board may, by affirmative vote of a majority of all Board members then, after notice to the Member, terminate membership for cause, which shall include, but not be limited to, failure to actively support the purposes of the Corporation, loss of eligibility for membership, failure to comply with these Bylaws, failure to pay dues, or any act deemed by the Board to not be in the best interests of the Corporation.

7. **RESIGNATION:** Any Member may resign by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges heretofore accrued and unpaid.

8. **REINSTATEMENT:** Upon written request signed by a former Member and filed with the Secretary of the Corporation, the Board may by the affirmative vote of a majority of the Board reinstate such former Member to membership upon such terms as the Board may deem appropriate and upon payment of outstanding dues.

9. **TRANSFER OF MEMBERSHIP:** Membership in the Corporation is not transferable or assignable, unless otherwise approved by the Board of Directors. Membership accrues to the Member Firm and not to any individual attorney or professional within a Member Firm.

ARTICLE IV

Meetings of Members

1. **ANNUAL AND REGULAR MEETINGS:** Regular meetings of the Members of the Corporation shall be held at least once per year on such dates as may be fixed from time to time by the Board. Such meetings shall be deemed the regular annual meeting for the purpose of electing Directors unless the Board designates another meeting for such purpose.

2. **SPECIAL MEETINGS:** Special meetings of the Members may be called either by the President, a majority of the Board, or not less than one-third (1/3) of the Members.

3. **PLACE OF MEETING:** The Board may designate any place as the place of meeting for any regular or special meeting of the Members, including through remote communications.

4. **NOTICE OF MEETINGS:** Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered either personally or by mail, electronic-mail or facsimile, to each Member not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary or the Board. In case of a special meeting or when required by statute or by these Bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid; if by electronic-mail, such notice shall be deemed delivered when transmitted to the electronic-mail address for the Member Firm as it

appears on the records of the Corporation; and if by facsimile, such notice shall be deemed delivered when transmitted to the facsimile number for the Member as it appears on the records of the Corporation.

5. **INFORMAL ACTION BY MEMBERS:** Any action taken or required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

6. **PARTICIPATION BY REMOTE COMMUNICATIONS.** Subject to approval by the Board, Members may participate in any meeting of the membership by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

7. **QUORUM:** The Members holding fifty percent (50%) of the votes, represented in person or by proxy that may be cast at any meeting shall constitute a quorum at such meeting. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting at any time without further notice.

8. **RULES:** The rules of procedures for all meetings of Members shall be those contained in Robert's Rules of Order, as revised from time to time, so far as applicable and not inconsistent with these Bylaws, the Articles of Incorporation or applicable law.

ARTICLE V

Directors

1. **GENERAL POWERS:** The management of the Corporation shall be vested in the Board. The Board may delegate all or part of the management functions to an Executive Committee established by the Board pursuant to these Bylaws. Directors shall serve without pay. The Board shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation, and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

2. NUMBER TENURE AND QUALIFICATIONS OF DIRECTORS:

- (a) The initial Board shall consist of those named in the Articles of Incorporation, who each shall hold office until the first annual meeting of the membership and until their successors have assumed office.
- (b) The Board shall consist of at least eleven (11) and no more than eighteen (18) members. The exact number of Directors shall be fixed by resolution of the Board from time to time, but no decrease shall have the effect of shortening the term of an incumbent Director.

- (c) Directors shall be elected by the Member Firms at the regular annual meeting of Members and shall serve staggered three (3) year terms, with an equal number of Directorships up before election each year.
- (d) The candidates for Directors to be elected by Member Firms shall be nominated for such positions by the Board or by any Delegate of a Member Firm present at the regular annual meeting. The candidate(s) receiving the highest number of votes cast by the Members present at the meeting shall be sufficient for election.
- (e) In addition to other Directors authorized by resolution of the Board or otherwise under these Bylaws, there shall be two (2) Past Presidents (in addition to the Immediate Past President) selected to serve as Directors. These Directors shall serve for a one-year term, and shall have the same rights and obligations as other Directors. Candidates for these two (2) positions shall be nominated and elected through the same process as all other Officers and Directors.
- (f) A Director need not be a resident of the State of North Carolina.
- (g) A Director must be an employee, partner, shareholder, associate or Member of a Member Firm.
- (h) Except for those Directors serving under the Past President provision of subsection (e) above, Directors shall serve one (1) three-year term and shall be eligible for re-election to another term after remaining off of the Board for a period of three (3) years. Such limitation shall not apply in the case where a Director was appointed by the Board to fill an unexpired term of less than three (3) years created by a vacancy on the Board. In such case, such Director may be eligible for election to a full three (3) year term immediately following completion of the unexpired term.
- (i) Nothing contained herein shall prevent a Past President from again being elected to a new three (3) year term as Director, following the expiration of three (3) years commencing from the date his or her term as President expired.

3. REMOVAL: Directors may be removed from office with or without cause by a majority vote of the Member Firms at a special meeting of the Member Firms called for that purpose.

4. VACANCIES: A vacancy occurring on the Board may be filled by a majority vote of the remaining Board, though less than a quorum, or by the sole remaining Board Member. A Director elected to fill a vacancy shall fill the remainder of the term as the Director that he or she replaces.

ARTICLE VI

Meetings of Board

1. ANNUAL MEETINGS: Unless otherwise agreed by a majority of Directors, the annual meeting of the Board shall be held immediately before, and at the same place as, the regular annual meeting of the Members. In addition, the Board may provide, by resolution, the time and place for the holding of additional regular meetings.

2. SPECIAL MEETINGS: Special meetings of the Board may be called by or at the request of the President or Vice-President, or by any three (3) Board Members.

3. NOTICE OF SPECIAL MEETINGS: A special meeting of the Board may be called as set forth above by giving at least ten (10) days advance notice thereof by mail, electronic mail or facsimile in the same manner as provided for in the Bylaws for meetings of the Members. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4. QUORUM: A majority of Directors then duly elected and holding office shall constitute a quorum for the transaction of business at any meeting of the Board. Any or all Directors may participate in any regular or special meeting of the Board through the use of any means of communication by which all Directors participating may simultaneously hear and be heard by each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

5. VOTING: Except as otherwise provided in this section the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Directors then in office shall be required to adopt, amend or repeal any or all of these Bylaws.

6. INFORMAL ACTION: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all Directors then duly elected and holding office and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VII

Executive Committee and Other Committees

1. To provide for continuity in the oversight of the Corporation between Board meetings, there shall be an Executive Committee, which shall be made up of the following:

- (a)
 - 1. The President;
 - 2. The Vice-President;
 - 3. The Immediate Past President;
 - 4. The Treasurer; and

5. The Secretary.

- (b) The Executive Director of the Corporation shall be an *ex officio*, non-voting Member of the Executive Committee.
- (c) The Executive Committee will act on routine matters between Board meetings and shall make recommendations to the Board on matters requiring the full vote of the Board. Any action taken by the Executive Committee will be included in the minutes of the next regular Board meeting.

2. REMOVAL: Any Member of the Executive Committee, including the President and the Vice-President, may be removed at any time with or without cause by the Board.

3. MINUTES: The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

4. RESPONSIBILITY OF DIRECTORS: The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board, or any Member thereof of any responsibility or liability imposed upon it or him or her by law. If action taken by the Executive Committee is not thereafter formally considered by the Board, a Director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

5. AUDIT COMMITTEE: There shall be an Audit Committee whose membership shall be elected by the Board. The Audit Committee shall be comprised of representatives of three Member Firms, as follows:

- (a)
 - 1. The Treasurer of the Corporation (who shall Chair the Committee);
 - 2. At least one member of the Board;
 - 3. One additional member who is not a Director.

The Audit Committee shall review the books and finances of the Corporation annually and may recommend, from time to time, that the Board retain the services of a formal auditor.

6. NOMINATING COMMITTEE: During the months prior to the Annual Meeting, the President shall convene a Nominating Committee to nominate new Directors and a new President, Vice-President, Secretary and Treasurer. The Nominating Committee shall consist of the President, Vice- President, and the five most recent Presidents, as long as they continue to be associated with a Member Firm. The Executive Director of the Corporation shall be a non-voting member of the Nominating Committee.

7. OTHER COMMITTEES: Other committees not having or exercising the authority of the Board in the management of the Corporation, unless otherwise so empowered by resolution of the Board, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the

person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

8. TERM OF OFFICE: Each Member of a committee shall continue as such until resignation or removal with or without cause by the Board, or until such member shall cease to qualify as a Member thereof.

9. PRESIDENT: One Member of each committee shall be appointed Chair by the person or persons authorized to appoint the Members thereof.

10. VACANCIES: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

11. QUORUM: Unless otherwise provided in the resolution of the Board designating a committee, 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.

12. RULES: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VIII

Officers

1. OFFICERS: The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, Immediate Past President and such other officers as the Board may from time to time select. The Board may appoint an Executive Director in accordance with these Bylaws. Any two (2) or more offices may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required.
2. NOMINATION AND ELECTION: Officers shall be elected by the voting members of the Corporation pursuant to the election procedures approved by the Board from time to time. Candidates for Officer positions shall be Directors of the Corporation at the time of their nomination and election.
3. TERM: Each Officer shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is elected and qualified. Each Officer shall serve a term of one (1) year and shall not be eligible to be re-elected for a consecutive term to the same office.
4. REMOVAL: Any Officer may be removed by a majority vote of the voting members at a special meeting called for that purpose and where quorum is present.
5. PRESIDENT: The President shall lead the Corporation in setting its mission and strategic direction and overseeing the effective implementation thereof by management. The President shall work to ensure that the Board functions properly, meets its obligations and

responsibilities, and fulfills its purpose and mission as set forth in the Articles of Incorporation and these Bylaws, and as otherwise determined from time to time by the Board. The President shall work to maintain an effective relationship between the Board and management and, in so doing, will be the liaison between the Board and management. The President shall, if present, preside over all meetings of the Board. The President shall also perform such other duties as may be assigned by the Board.

6. VICE PRESIDENT. The Vice President shall assist the President in leading the Corporation in setting its mission and strategic direction and overseeing the effective implementation thereof by management. The Vice President shall preside over meetings of the Board in the absence of the President. The Vice President shall assume the office of President should a vacancy occur. The Vice President shall also perform such other duties as may be assigned by the President or the Board.
7. EXECUTIVE DIRECTOR: The Corporation may hire an Executive Director or management company who shall serve as or employ the chief executive of the Corporation, subject to the control and direction of the Board. The Executive Director shall serve as a non-voting, *ex officio* member of the Board, and shall submit regular reports to the President and to the Board on the operations of the Corporation. The compensation and terms of engagement of the Executive Director shall be reviewed and determined at least annually by the Board. The Executive Director shall also perform such other duties as may be assigned to him or her by the President or the Board.
8. SECRETARY: The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. The Secretary shall give all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records, shall sign such instruments as may require his signature and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board.
9. TREASURER: The Treasurer shall have custody of all funds and securities belonging to the Corporation, and shall receive, deposit or disburse the same under the direction of the Board. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, in all reasonable detail, to be made and filed at the registered or principal office of the Corporation within three months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned from time to time by the President or the Board.
10. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall advise the President and other Executive Committee members on matters of importance to the Corporation.

11. COMPENSATION: No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation, except: (i) the Board may enter into an agreement to engage a person (or entity) to serve in the position of Executive Director, and to provide commensurate compensation, approved as part of the annual budget of the Corporation, for management services provided to the Corporation by such person (or entity) to discharge such duties; (ii) reimbursement may be made for actual reasonable expenses when authorized by the Board; and (iii) other officers may be employed by the Corporation as employees, and compensated therefore, when duly authorized by the Board.

ARTICLE IX

Indemnification

1. EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by North Carolina General Statutes as they exist or may hereafter be amended and the laws of any state in which any Member Firm or professional or attorney associated with any Member Firm may reside or be licensed, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein, provided, however, that any Member Firm or professional or attorney associated therewith shall first engage any statutory indemnity or defense provided in any applicable law. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of these Bylaws. Such indemnification rights shall not apply for liability or litigation expense which any officer or Director may incur (i) on account of his activities which were (at the time taken) known or believed by him or her to be clearly in conflict with the best interest of the Corporation, or (ii) in connection with any claims that the Corporation may make against such officer or Director unless he or she ultimately shall prevail against the Corporation in respect to such claim.

The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, company, trust or other enterprise, or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by North Carolina General Statutes as they exist or may hereafter be amended.

2. INSURANCE: The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE X

Contracts, Loans, and Deposits

1. CONTRACTS: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. LOANS: No loans shall be contracted on behalf of the Corporation and on evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Corporation to its Board Members or officers.

3. CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

4. DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board shall direct.

5. GIFTS: The Board may accept on behalf of the Corporation any gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI

Prohibitions and Limitations

The Corporation is organized as a nonprofit Corporation exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”), as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Article XII, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XII

General Provisions

1. **WAIVER OF NOTICE:** Whenever any notice is required to be given to any Board Member under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. **AMENDMENTS:** Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board, provided that the Directors are given ten (10) days' prior notice of such purpose.

3. **BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board Members and committees having any of the authority of the Board.

4. **FISCAL YEAR:** 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.

5. **CONTRIBUTIONS:** The Board or an authorized officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. The Board may make such gifts as well for the general purpose or for any special purpose of the corporation.