

**BY-LAWS**  
of Servicemembers Legal Defense Network, Inc. As Amended

**ARTICLE I**

**OFFICES**

Section 1. REGISTERED OFFICE – The registered office of the Servicemembers Legal Defense network, Inc. (the “Corporation”) shall be established and maintained at the office of The Corporation trust Company and The Corporation trust center, 1209 Orange Street in the city of Wilmington, County of New castle, State of Delaware, and said Corporation trust Company shall be the registered agent of the Corporation in charge thereof.

Section 2. Other Offices – The Corporation may have other offices, either within or without the State of Delaware, at such places or places as the board of directors may from time to time select or the business of the Corporation may require.

**ARTICLE II**

**DIRECTORS**

Section 1. NUMBER AND TERM – The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall consist of no fewer than three persons. The exact number of directors shall be fixed from time to time by the Board of Directors. Directors shall be elected by the affirmative vote of a majority of the directors then in office. Each director shall be elected to serve for a term of three (3) years, beginning from the effective date of election, which term may be renewed for one successive three-year period and until their successors are elected and qualified by the affirmative vote of the majority of the directors then in office. Directors may be elected to two additional three-year terms after a break in service of at least one full year after the expiration of his or her most recently completed term on the board. The Executive Director shall be an *ex officio* member of the Board of Directors. (Amended on 4/24/99, 11/11/07 and 7/12/08.)

Section 1A. TRANSITION PROVISION - Beginning immediately after the July 2008 board of directors meeting, the directors shall be divided into three classes. The terms of the directors in Class A shall expire no later than November, 2009. The terms of the directors in Class B shall expire no later than November 2011. The terms of the directors in Class C shall expire no later than November 2013. No director shall be elected or reelected for a term that would end later than the expiration date for his or her class. The board shall designate by resolution which directors shall serve in each class. (Added 7/12/08)

Section 2. RESIGNATIONS – Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chair or a Co-chair of the Board. The acceptance of a resignation shall not be necessary to make it effective. (Amended on 1/29/05.)

Section 3. REMOVAL – Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. (Amended on 4/24/99.)

Section 4. LEAVES OF ABSENCE – Any director may, without resigning his or her office, apply to the Board of Directors for a leave of absence from all or part of his or her duties as a director. Leaves of absence shall be addressed in writing to the Board of Directors and shall be granted by the affirmative vote of a majority thereof. Leaves of absence so granted shall run for a period not to exceed six months, unless the leave of absence is renewed from time-to-time at the discretion of the Board. The resolution of the Board granting such a leave of absence shall specify those duties from which the Board members is relieved and those duties which the director is required to fulfill during the period of absence. (Amended on 4/24/99.)

Section 5. COMMITTEES – The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more directors of the Corporation. Any such committee, with respect to the matters delegated to it and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors may also, by resolution or resolutions passed by a majority of the whole Board, designate one or more such Advisory Committees, each consisting of such directors and non-directors as may be appointed by the Board, provided that such Advisory Committee does not have and exercise the power and authority of the Board. (Amended on 4/24/99 and 7/12/08)

Section 6. MEETINGS – Meetings of the directors may be held in person or telephonically or as may be determined from time to time by resolution of the directors adopted at any meeting thereof. Regular meetings of the directors may be held without further notice at such times and places as may be determined from time to time by resolution of the directors adopted at a meeting thereof. Special meetings of the Board of Directors may be called by the Chair or a Co-chair of the Board or on the written request of any two directors, at such times and places as shall be stated in the call of the meeting. Notice of each such special meeting shall be given as provided in these By-laws and, (1) if given by mail, must be mailed to each director at least four (4) days before the date on which the meeting is to be held, or (2) if given by personal delivery or such other form of transmission of notice provided by these By-laws, must be so delivered or transmitted at least twenty-four (24) hours before the time at which the meeting is to be held. (Amended on 1/29/05.)

Section 7. QUORUM – A majority of the directors then in office shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the

Certificate of Incorporation of the Corporation or these By-laws shall require the vote of a greater number. (Amended on 4/24/99.)

Section 8. COMPENSATION - Directors shall not receive any stated salary for their services as directors of the board or as members of committees, but by resolution of the board of directors a reasonable fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving reasonable compensation therefor.

Section 9. ACTION WITHOUT MEETING – Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the board of directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board of directors or such committee.

Section 10. DUTIES – The duties of a director shall include, without limitation, (1) attendance at all Board meetings unless excused by the Chair or a Co-chair of the Board; (2) financial support of the Corporation at such level as may from time to time be established by the Board of Directors; and (3) fundraising on behalf of the Corporation in at least such amount as may from time to time be established by the Board of Directors. (Amended on 1/29/05.)

### **ARTICLE III**

#### **OFFICERS**

Section 1. OFFICERS – The Board of Directors may choose to elect such officers of the Corporation as it deems necessary, including without limitation, one (1) or more Chair of the Board, a Treasurer, a Secretary, and one (1) or more Executive Directors. Such officers shall hold such powers, duties and responsibilities as are set forth in these By-laws and as may be further established by resolution of the Board. (Amended on 4/24/99.)

Section 2. CHAIR OF THE BOARD – The Chair or a Co-chair of the Board shall preside at all meetings of the Board of Directors and shall have and perform such other duties as may be assigned by the Board of Directors. Unless the Board of Directors otherwise directs, the Chair or a Co-chair of the Board shall have the power to authorize the seal of the Corporation to be affixed to any instrument requiring it, and when so affixed, the seal shall be attested to by the signature of the Secretary or the Treasurer. (Amended on 1/29/05.)

Section 3. TREASURER – The Treasurer shall review the financial statements of the Corporation on at least a quarterly basis to ensure the financial health and integrity of the organization. The Treasurer shall also review the findings of the independent auditor annually. The Treasurer shall report his or her findings to the Board of Directors as requested by the Board or as the Treasurer may deem necessary. In case of the Secretary's absence or failure to do so, the Treasurer shall affix the seal of the Corporation to all instruments requiring it, when so authorized by the Board of Directors or, unless the Board of Directors otherwise directs, when authorized by the Chair or a Co-chair of the Board, by the Executive Director, or by a committee

of the Board of Directors acting pursuant to a delegation of authority from the Board, and shall attest to the same. (Amended on 1/29/05.)

Section 4. SECRETARY – The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these By-laws, and in case of the Secretary’s absence or failure to do so, any such notice may be given by any person so directed by the Chair or a Co-chair of the Board, or by the directors of the Board upon whose request a special meeting is called as provided in these By-laws. The Secretary shall record all the proceedings of the meetings of the Board of Directors and any committees thereof in a book to be kept for that purpose, and shall perform such other duties as may be assigned by the Board of Directors or the Chair or a Co-chair of the Board. The Secretary shall have the custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when so authorized by the Board of Directors or, unless the Board of Directors otherwise directs, when authorized by the Chair or a Co-chair of the Board, by the Executive Director, or by a committee of the Board of Directors acting pursuant to a delegation of authority from the Board, and shall attest to the same. (Amended on 1/29/05.)

Section 5. EXECUTIVE DIRECTOR – The Executive Director shall have the general powers and duties of supervision and management usually vested in the office of the Chief Executive Officer or President of a corporation. Unless the Board of Directors otherwise directs, the Executive Director shall have the power to execute contracts on behalf of the Corporation and to authorize the seal of the Corporation to be affixed to any instrument requiring it, and when so affixed, the seal shall be attested to by the signature of the Secretary or the Treasurer. The Executive Director shall be authorized to attend all meetings of the Board of Directors, except those that the Co-Chairs call in executive session. (Amended on 4/24/99 and 11/11/07.)

Section 6. OTHER OFFICERS AND AGENTS -- The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices and exercise such duties and responsibilities as shall be determined by majority vote of the Board of Directors then in office. (Amended on 4/24/99.)

Section 7. REMOVAL OF OFFICERS AND AGENTS -- Any officer elected or appointed may be removed at any time, with or without cause, by a majority vote of the directors then in office. (Amended on 4/24/99.)

Section 8. COMPENSATION – The fixing of salaries of officers and agents shall require the affirmative vote of a majority of the directors then in office. (Amended on 4/24/99.)

## **ARTICLE IV**

### **MISCELLANEOUS**

Section 1. SEAL – The corporate seal of the Corporation shall be in such form as shall be determined by resolution of the board of directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise imprinted upon the subject document or paper.

Section 2. FISCAL YEAR – The fiscal year of the Corporation shall be determined by resolution of the board of directors.

Section 3. CHECKS AND RECEIPTS – All receipts, checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness 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 be determined from time to time by resolution of the board of directors. (Amended 1/29/05.)

Section 4. NOTICE AND WAIVER OF NOTICE – Unless otherwise expressly required by law, whenever any notice is required to be given under the provision of any law, or under the provisions of the Certificate of Incorporation of the Corporation or of these By-laws, personal receipt of notice is not required. Any notice so required shall be deemed sufficient if given (1) by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at the address furnished to the Corporation by him or her for that purpose, or (2) by transmitting the same to the person entitled thereto at such address by telegraph, telecopy, cable, wireless, electronic transmission, or overnight courier, or (3) by personal delivery. Notice shall be deemed to have been given on the day of such mailing, transmission, or delivery. Notwithstanding the foregoing, a waiver of any notice so required, in writing and signed by the person or persons otherwise entitled thereto, whether before or after the time notice was required to be given, shall be deemed equivalent to such required notice. (Amended on 4/24/99.)

Section 5. MEMBERS – As provided by the Certificate of Incorporation, the Corporation shall have no members. Notwithstanding the foregoing, the Board of Directors may from time to time acknowledge the contribution of various persons to the Corporation by establishing one (1) or more classes of auxiliary or honorary members. Such auxiliary or honorary members shall have no voting rights or rights to participate in the governance of the Corporation. (Amended on 4/24/99.)

## **ARTICLE V**

### **AMENDMENTS**

Except as otherwise provided in the Certificate of Incorporation, the board of directors may by the affirmative vote of a majority of the directors then in office alter, amend or repeal these By-Laws, or enact such other By-Laws as in their judgment may be advisable for the regulation and conduct of the affairs of the Corporation.