

**Bylaws of
Legal Services of North Dakota (LSND)
9/16/2017**

**ARTICLE I
NAME**

The name of the corporation shall be Legal Services of North Dakota, hereafter referred to as the Corporation. (Amended 01/01/04)

**ARTICLE II
PURPOSE**

The Corporation shall be nonprofit, and its purpose shall be the delivery of a full range of quality legal services to persons in North Dakota who are unable to obtain them otherwise without undue hardship. The Corporation shall seek funding and set and enforce policies for a statewide legal services program. (Amended 2/27/93)

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in the city of Bismarck, county of Burleigh, state of North Dakota. The Corporation may have such other offices as the Board of Directors may designate.

**ARTICLE IV
MEMBERSHIP**

The Corporation shall have no general membership.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1: The business and affairs of the Corporation shall be managed by its Board of Directors, hereafter referred to as the Board. The number of directors shall be twelve, and a majority of duly qualified directors shall constitute a quorum. (Amended 12/5/81) (Amended 2/27/93) (Amended 1/26/96) (Amended 1/01/04) (Amended 9/16/06) (Amended 12/12/08) (Amended 6/8/09) (Amended 10/24/09) (Amended 8/3/12)

SECTION 2: All directors shall serve three-year terms. Such terms shall expire at the commencement of the regularly scheduled meeting of the Board preceding the annual meeting of the Board or at such time as a successor is seated. A director may serve two or more consecutive terms. (Amended 6/4/83) (Editorial Correction 6/22/85), (Amended 2/27/93) (Amended 7/19/2003) (Amended 05/08/09) (Amended 9/13/2017)

SECTION 3: At least 60 percent of the Board shall be attorneys admitted to practice in the state of North Dakota. At least one-third of the Board shall be eligible clients. All directors shall be individuals interested in and supportive of quality legal services to low-income people and shall reside within North Dakota. (Amended 9/11/82 edit) There shall be at least one Native American director and at least one director who is at least 60 years of age. (Amended 01/01/04) (Amended 6/08/09)(Amended July 12, 2017)

SECTION 4: Eight (8) of the directors shall be selected by the State Bar Association of North Dakota. Appointments shall be made to reflect the diversity of the population of the service area, including race, ethnicity, gender and other similar factors. (Amended 1/26/96) (Amended 9/21/96) (Amended 6/09/01) (Amended 01/01/04) (Amended 9/16/06) (Amended 12/12/08) (Amended 6/8/09) (Amended 10/24/09) (Amended 8/3/12)

SECTION 5: There shall be four (4) eligible client directors as defined by the LSC Act of 1974, as amended. The Board shall select four (4) appropriate and diverse non-profit organizations as appointing organizations. Each selected organization shall appoint one eligible client for a term on the Board. The eligible client director should be appointed to reasonably reflect the diversity of the eligible client population, including race, ethnicity, gender and other similar factors. (Amended 1/26/96) (Amended 6/09/01) (Amended 7/19/03) (Amended 01/01/04) (Amended 9/16/06) (Amended 06/08/09) (10/24/09) (Amended 8/3/12)

SECTION 6: Statewide groups representing eligible recipients of legal assistance under the rules of the Corporation who feel that they are not adequately represented on the Board may petition the Board for the creation of additional directors or for such other relief as the Board considers proper.

SECTION 7: In the event of a vacancy occurring on the Board, whether by resignation, removal, or otherwise, the vacancy shall be filled by an organization as outlined in Article V, Section 4, if that board member is an attorney, and as outlined in Article V, Section 5 if that board member is an eligible client director, the new director shall then serve for the remainder of the previous director's term. (Amended 2/29/92 edit) (Amended 8/3/12) (Amended 9/13/2017)

ARTICLE VI. BOARD PROCEDURES AND OTHER RESPONSIBILITIES

SECTION 1: Meetings of the Board shall be convened by the President or a majority of the directors, then sitting, upon 15 business days written notice to the directors of the time, place, and agenda of the meeting. The 15 day written notice requirement may be waived only under special circumstances in which case the directors shall execute a written waiver of notice of the time, place and agenda of the meeting. Electronic Mail (e-mail) is an acceptable form of written notice. Meetings of the Board may be held by conference call. All regularly scheduled Board meetings must be publicly noticed at least 10 days prior to the meeting. In special circumstances reasonable public notice is required. The Board shall meet at least four (4) times a year. (Amended 2/27/93) (Amended 9/11/93) (Amended 6/9/01) (Amended 9/13/2017)

SECTION 2: No voting by proxy shall be permitted at any meeting of the Board. (Amended 12/9/78) (Amended 2/27/93)

SECTION 3: While serving on the governing body of the Board, no director shall receive compensation from Legal Services of North Dakota, but a director may receive payment for normal travel and other out-of-pocket expenses required for fulfillment of the obligation of a director. (Amended 9/11/82)

SECTION 4: A director may be removed for good cause, by a two-thirds vote of the Board present after due notice and hearing. Good cause shall include (but is not limited to) two (2) consecutive absences at Board meetings during a director's term. The Secretary shall notify such director in writing that the agenda for the next Board meeting will include a hearing regarding the removal of that person from the Board. In an emergency situation, a director may be suspended by the Executive Committee. After due notice, a hearing shall be held at the next regularly scheduled Board meeting on the removal of the suspended director. (Amended 9/11/82 edit) (Amended 2/27/93)

SECTION 5: In addition to other duties specifically enumerated in these Bylaws, the Board shall establish and enforce broad policies governing the operation of the program but such duties shall not interfere with any attorney's professional responsibility to clients. (Amended 9/11/82 edit) (Amended 2/27/93)

SECTION 6: The Board shall select an Executive Director who shall have the responsibility and authority for the day-to-day administration of the affairs of the Corporation, including hiring and discharging personnel in accordance with the policies contained in the Corporation's Human Resource Manual adopted by the Board; fund-raising activities, including making routine grant application; setting salaries in compliance with guidelines established by the Board; entering into routine contracts and carrying out other Board policies throughout the areas served by the program. The Executive Director will be directly responsible to the Board. The Executive Director shall be reimbursed with a salary and such fringe benefits as the Board shall, from time to time, approve in conjunction with federal guidelines as indicated by the grantor organization. (Amended 9/11/82 edit) (Amended 2/27/93 edit)

SECTION 7: The vote of two-thirds of the directors present after due notice to the Board shall be required to employ or discharge the Executive Director. (Amended 9/11/82)

ARTICLE VII FORT BERTHOLD OFFICE

There shall be a staffed LSND office on the Fort Berthold Reservation unless an 80% super majority vote of the full Board of Directors is obtained to close or relocate said office. (01/01/04)

ARTICLE VIII OFFICERS

SECTION 1: The officers of the Corporation shall include a President, Vice President, Secretary/Treasurer and such other officers as the Board may determine, each of whom shall be a member of the Board, shall be elected for one (1) year and shall hold office until a successor is elected and qualified. The year shall start following the annual meeting date. (Amended 9/11/82)

SECTION 2: The President shall preside at all meetings of the Board and the Executive Committee unless other provisions are made, shall make all committee appointments, and shall perform such other duties as may be required from time to time by the directors.

SECTION 3: The Vice President shall exercise whatever authority is delegated by the President or the Board. If the President is absent or is unable to act, the Vice President shall exercise the powers of the President. (Amended 9/11/82) (Amended 2/27/93 edits)

SECTION 4: The Secretary/Treasurer shall be responsible for submission of the minutes to the Board for approval and insuring the corporate records are maintained. The Secretary/Treasurer shall chair the Audit and Finance Committee and ensure that the committee fulfills its functions in accordance with Board policy and shall perform such other duties as are properly required by the Board. (Amended 9/11/82)

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote at a meeting of the Board called for that purpose, which may also be a regularly noticed meeting, provided that the directors have received a notice, and the full text of all proposed amendments to the bylaws 10 days in advance of the Board meeting at which the amendments will be considered. Electronic Mail (e-mail) is an acceptable form of written notice. (Amended 6/09/01)

ARTICLE X COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE

- A. There shall be an *Executive Committee* established, consisting of four (4) directors of the Board; two (2) of said Directors shall be lawyers and at least one (1) of said directors shall be an eligible client. Further, three of the Directors shall be the President, the Vice President and the Secretary/Treasurer of the Board. The member other than the officers of the Board shall be elected by vote of the Board and shall serve until a successor is duly elected and qualified. The term of office of the members of the *Executive Committee* shall be one year, commencing at the annual meeting. (Amended 12/10/83) (Amended 1/26/96)

- B. The *Executive Committee* shall be empowered to act for the Board in emergency matters requiring Board action, when such action must be taken before a meeting of the Board can be convened. (Amended 9/11/82) (Amended 1/26/96)
- C. The *Executive Committee* shall keep an accurate record of its proceedings to be reported as soon as possible to all Directors and presented for approval at the next meeting of the Board. (Amended 9/11/82)
- D. The *Executive Committee* shall meet upon call by the President with at least 24 hours advance notice of said meeting. A majority of the committee shall constitute a quorum. (Amended 9/11/82 edit)

SECTION 2: AUDIT AND FINANCE COMMITTEE

- A. There shall be an *Audit and Finance Committee* established, consisting of five (5) Directors of the Board; three (3) members shall be lawyers and two (2) of said members shall be eligible clients. One of the three members of the committee shall be the Secretary/Treasurer of the Board, who will serve as chair of the committee. The term of office of the members of the *Audit and Finance Committee* shall be one year, the term will commence at the annual meeting. (Amended 12/10/83) (Amended 1/26/96)(Amended 2/28/04)
- B. The *Audit and Finance Committee* shall safeguard the assets of Legal Services of North Dakota, Inc. and ensure the effectiveness and accountability of Legal Services of North Dakota’s financial management and accounting system. It shall make recommendations on financial matters in the personnel policy and salary administration modification to the full Board or its standing committees. It shall review and make recommendations on the annual audit to the Board. (12/10/83)
- C. The *Audit and Finance Committee* shall keep an accurate record of its proceedings to be reported as soon as possible to all directors and presented for approval at the next meeting of the Board. (12/10/83)
- D. The *Audit and Finance Committee* shall meet upon call by the Secretary/Treasurer with at least 24 hours advance notice of said meeting. A majority of the directors shall constitute a quorum. (12/10/83)

SECTION 3: OTHER COMMITTEES

The President or the Board may establish such other committees as deemed necessary to the operation of the Corporation. In all instances, not less than one-third of committee membership shall be eligible clients. (Amended 9/11/1982)

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