

BYLAWS OF THE FOUNDATION OF THE AMERICAN BOARD OF TRIAL ADVOCATES

ARTICLE I

Section 1: Corporate Purpose. The Foundation of the American Board of Trial Advocates is organized exclusively for eleemosynary purposes, including but not limited to sponsoring and fostering charitable, scientific, public safety or health, literary or educational endeavors, specifically to preserve the right to trial by jury as guaranteed by the Seventh Amendment to the United States Constitution. The Mission of the Foundation is to support the purposes of the American Board of Trial Advocates in order to preserve the Constitutional vision of equal justice for all Americans and to save our civil justice system for future generations.

Section 2. Notwithstanding any other provision of these bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE II TRUSTEES

Section 1: Number and Qualifications. The affairs of the Foundation shall be under the management of a Board of Trustees consisting of twelve (12) Trustees who shall be entitled to vote and shall have charge of and control of all of its activities.

Section 2: Authority. The Trustees shall have the authority to do all things and undertake all activities, not prohibited by law, which they deem advisable in carrying out the purposes herein above set forth; provided, that nothing in these Bylaws shall authorize the Trustees to operate this Foundation for the benefit of any private individuals, including but not limited to, the creators of this Foundation and their families and any other persons or organizations connected with the control of the Foundation; provided further, that nothing in these Bylaws shall authorize the use of corporate funds or the undertaking of any corporate activity to assist, participate in, or intervene in any political campaign, or on behalf of any political candidate. All such unauthorized actions hereinabove set forth are deemed inconsistent with the purposes of this corporation and are expressly prohibited. When the Trustees shall deem it advisable, the assets of the Foundation may be used for other charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Section 3: Selection of Trustees. The Trustees shall be the President, President-Elect and Vice President of the American Board of Trial Advocates in office at the time, the immediate Past President of the Foundation for a one-year term, and eight (8) Trustees who shall have obtained the level of at least Senior Life Fellows or greater of the Foundation and that the Trustee candidates shall be selected from a pool of nominees selected by the Trustees with the number selected not exceed three (3) names for each open position and that one Trustee will be by annual appointment of the Foundation

President corresponding to his or her term with the advice and consent of the Trustees but only for a one-year term. Trustees shall be elected at large in accordance with the Bylaws and election procedures adopted by the Fellows of the Foundation, and the candidates will be those selected to be nominated and who have accepted the nomination in writing. The term of an elected Trustee, other than a Trustee serving as an officer of the American Board of Trial Advocates, shall be three (3) calendar years unless at the end of that three (3) year term they are serving as President or Vice President and has thereby extended their Trustee term. A Trustee may be elected to a succeeding term, except that after a Trustee serves two (2) full three-year consecutive elective terms, not less than one year must elapse before such person is again eligible to serve as an elective member, unless at the end of the second term such Trustee is serving as President or Vice President of the Foundation and has thereby extended their Trustee term.

On or before October 31st of each year, the Trustees shall select, from those who shall have obtained the level of Life Fellow or higher for three (3) or more years ("Potential Trustees"), between five (5) to fifteen (15) Potential Trustees (the number may vary depending on the number of Trustees to be elected each year) to whom the President of the Foundation shall send a letter, generally outlining the duties and responsibilities of a Trustee, including the duty of a Trustee to agree to a three (3) year term as a Trustee, during which time the Trustee shall not seek or accept the office of Secretary or Treasurer with National ABOTA, and encouraging each Potential Trustee to submit his or her name to the Trustees as a nominee for the three (3) year term as an ABOTA Foundation Trustee. The President's letter shall state a deadline for all responses from the Potential Trustees. From the list of Potential Trustees who have agreed to be nominated for the position of Trustee, the Fellows of the Foundation shall elect, by electronic ballot, the designated number of Trustees for a three (3) year term. The nominees receiving the highest number of votes for the number of designated Trustees to be elected, shall be elected to be Trustees for a three-year term. Vacancies in the elective membership of the Board of Trustees shall exist whenever such a Trustee either (a) dies, (b) resigns, or (c) fails to attend three successive meetings of the Board of Trustees. Whenever such a vacancy occurs, the unexpired term shall be filled by action of the remaining Trustees. A Trustee elected to an office with National ABOTA shall not continue to serve his or her term as a Trustee of the Foundation except as set forth in Article II, Section 3 herein.

Section 4: Meetings and Notices of Meetings. The Trustees shall meet at least once each year at a time and place selected by them. Special meetings may be called at any time by any Trustee. Notice of any and all meetings shall be given to the Trustees personally or in writing to be sent at least fourteen (14) days prior to the date of the meeting. Notice of such meeting may be waived and attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 5: Quorum and Voting. At least seven (7) Trustees, two (2) of whom shall be National Officers of ABOTA serving as Trustees, shall be necessary to constitute a quorum for the transaction of business. Trustees may participate by conference telephone call and such call-in Trustees shall be counted in determining a quorum. Each Trustee shall be entitled to one vote personally cast by each Trustee and not by

proxy. Any action taken by the Trustees at a business meeting shall require seven (7) affirmative votes, which must include two (2) affirmative votes cast by National Officers of ABOTA then serving as Trustees.

Section 6: Compensation and Term. Each Trustee shall serve without compensation for service in such office.

Section 7: Indemnification of Trustees. The Foundation shall indemnify any Trustee or former Trustee of the Foundation against claims, demands, settlements, awards or judgments and any expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which a Trustee is made a party by reason of being or having been a Trustee of the Foundation, except in relation to matters with respect to which the Trustee shall be adjudged to be liable for gross negligence, misconduct, or nonfeasance in the performance of duties as Trustee.

Section 8: Reimbursement of Expenses. The Foundation shall bear all of its operating expenses which shall include the reasonable and necessary expenses of the Trustees incurred in the performance of their duties. As to Trustee expenses only, they can only be reimbursed if they are incurred consistent with the adopted policy of the Trustees.

ARTICLE III OFFICERS

Section 1. For the calendar year ending December 31, 2004, the President, Secretary and Treasurer of the Foundation shall be appointed by the Officers and Trustees of the Foundation in office immediately prior to the adoption of these Bylaws and after consultation with the Officers and members of the ABOTA National Executive Committee. Thereafter the Board of Trustees shall elect the following officers from among the elective Trustees: President, Vice President, Secretary and Treasurer: provided, a Trustee serving as an officer of the American Board of Trial Advocates shall be ineligible for election as an Officer of the Foundation. Said officers shall be elected by the Board of Trustees and shall hold office for a term of one (1) year, or until their successors are elected. The President, Vice President, Secretary and Treasurer shall take office on January 1 following such election. If the office of President, Vice President, Secretary, or Treasurer shall be vacated at any time during the term, the remaining Trustees shall elect a successor who shall automatically take office upon election.

Section 2: President. The President shall preside at all meetings of the Trustees, performing such other duties as the Trustees may prescribe.

Section 3: Vice President. The Vice President shall preside at all meetings of the Trustees in the absence of the President. The Vice President shall: (1) attend all meetings of the Trustees and (2) in general, perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned to the Vice President by the President or by the Trustees.

Section 4: Secretary. The Secretary shall attend all meetings of the Trustees and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings, shall attend to the giving and serving of all notices of corporate meetings pursuant to these Bylaws, shall have custody of the books, records and corporate seal of the Foundation, and shall perform such other duties as the Trustees may prescribe.

Section 5: Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Foundation and shall be the custodian of all funds, monies, notes, securities, and other valuables which may from time to time come into the possession of the Foundation, and shall furnish at meetings of Trustees, or whenever requested by any

Trustee, a statement of the financial condition of the Foundation. The Treasurer may be required to furnish a corporate surety bond in such amount as the Board of Trustees shall determine. The premium on said bond shall be paid by the corporation.

Section 6: Assistant Officers. Such assistant or subordinate officers as the Trustees may employ shall perform such duties as the Trustees may prescribe.

ARTICLE IV EXECUTION OF INSTRUMENTS

Section 1: Checks, Contracts, Conveyances, etc.

All checks, drafts, and orders for payment of money and all contracts, conveyances or other instruments shall be signed in the name of the Foundation and shall be countersigned by any two officers or agents designated by the Trustees.

ARTICLE V POWER OF TRUSTEES TO BORROW MONEY

Section 1: Authority. The Trustees shall have full power and authority to borrow money whenever, in the discretion of the Trustees, the exercise of said power is required in the general interests of the Foundation.

Section 2: Execution and Security. The Trustees may authorize proper officers of the Foundation to make, execute and deliver in the name and on behalf of this Foundation such notes, bonds and other evidence of indebtedness as the Foundation shall deem proper in such case. The Trustees shall have full power to mortgage or assign the property of this Foundation, or any part thereof, as security for such indebtedness.

ARTICLE VI MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

Section 2: Amendment of Bylaws. Power to make, alter, amend or repeal all or any part of these Bylaws shall be vested in the Trustees, and notice of any proposed enactment, alteration or repeal of the Bylaws shall be given in writing verbatim in the notice of the meeting at which the proposal is to be considered. Any change to these Bylaws shall require the affirmative vote of seven (7) of the twelve (12) Trustees. Not less than two (2) of the affirmative votes shall be cast by Trustees serving as an officer of the American Board of Trial Advocates.

These Bylaws were amended and ratified on October 15, 2004.

These Bylaws were again amended and ratified on June 29, 2007.

These Bylaws were again amended and ratified on October 19, 2010.

These Bylaws were again amended and ratified on January 31, 2012.

These Bylaws were again amended and ratified on March 26, 2013