

**BYLAWS
OF
WISCONSIN ACCESS TO JUSTICE COMMISSION, INC.
(Adopted April 30, 2010, Amended and Restated
March 16, 2011, June 16, 2011, September 5, 2014
by the Board of Directors)**

**ARTICLE I
Offices**

Section 1. Principal Office. The corporation (the “Corporation”) may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the board of directors (the “Board of Directors”), one of which may be designated as the principal office.

Section 2. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not, be the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the “WNCL”).

**ARTICLE II
Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors.

(a) The number of directors (each, a “Director” and collectively, the “Directors”) shall be seventeen (17), although fewer than seventeen shall be permitted during the Corporation’s organizational period. No amendment of this section shall reduce the number of Directors to less than the number required by the WNCL, which at the time of adoption of these bylaws (the “Bylaws”) is three (3).

(b) Directors must be residents of the State of Wisconsin.

Section 3. Appointment and Term.

(a) Appointment. Directors shall be appointed as follows:

(i) Supreme Court Directors. The Supreme Court of Wisconsin shall appoint five (5) Directors (each, a “Supreme Court Director”). Two (2) of the Supreme Court Directors shall be affiliated with a Wisconsin organization that (a) provides legal services to low-income persons; and (b) is funded by the Legal Services Corporation. Two (2) of the Supreme Court Directors shall be affiliated with a Wisconsin organization that (a) provides legal services to low-income persons; and (b) is not funded by the Legal Services Corporation. Three (3) of the Supreme Court Directors shall be non-lawyers.

(ii) State Bar Directors. The State Bar of Wisconsin shall appoint four (4) Directors (each, a “State Bar Director”), one of whom at all times must be the Chair of the State Bar of Wisconsin’s Legal Assistance Committee or the Chair’s designee.

(iii) Marquette Director. The Dean of the Marquette University Law School shall appoint one (1) Director (the “Marquette Director”).

(iv) University of Wisconsin Director. The Dean of the University of Wisconsin Law School shall appoint one (1) Director (the “University of Wisconsin Director”).

(v) WisTAF Director. The Wisconsin Trust Account Foundation shall appoint one (1) Director (the “WisTAF Director”).

(vi) Assembly Director. The Speaker of the Wisconsin Assembly shall appoint one (1) Director (the “Assembly Director”).

(vii) Senate Director. The President of the Wisconsin Senate shall appoint one (1) Director (the “Senate Director”).

(viii) Public Directors. The Governor of the State of Wisconsin shall appoint three (3) Directors from the public at large, none of whom shall be a lawyer (each, a “Public Director”).

(b) Method of Appointment. The persons and organizations identified in subsection (a) with the power to appoint Directors shall notify this Corporation of any such appointment by submitting a written notice to the President or other Officer of this Corporation pursuant to the Director Appointment Policy in effect when an appointment is made or a vacancy occurs.

(c) Failure to Appoint. In the event that a person or organization with the power to appoint a Director does not make an appointment prior to the Annual Meeting, then the Supreme Court of Wisconsin shall appoint an individual to fill the directorship.

(d) Term of Office. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of, as nearly as possible, an equal number of Directors. On March 18th of each year, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been appointed and qualified. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of Directors.

Section 4. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation.

Section 5. Removal. A Director may be removed from office with or without cause only by the person who appointed the Director; provided, however, that the Board of Directors may remove a Director who misses more than two (2) meetings of the Board of

Directors in any twelve-month period. If the Board of Directors removes a Director pursuant to this Section 5, then the Board of Directors must provide written notice of the removal to the person who appointed the Director.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors for any reason, the appointing authority for the Director vacating the Directorship shall be notified to appoint a successor pursuant to the Director Appointment Policy in effect when the vacancy occurs and in accordance with Chapter 14 of the Supreme Court Rules.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors (each, an “Annual Meeting”) shall be held in March in each year, and at such time and place as the Board of Directors may determine, for the purposes of electing the Officers and transacting such other business as may come before the meeting. The Board of Directors shall provide by resolution for three additional regular meetings of the Board of Directors (each, a “Regular Meeting”) each year. The resolution approving the Regular Meetings must specify the time and place of each Regular Meeting. Upon the effectiveness of any such resolution, the Regular Meetings provided for therein shall be held at the time and place set forth in the resolution and the resolution shall constitute notice of the Regular Meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors (each, a “Special Meeting”) may be held at any time and place for any specified purpose or purposes, unless otherwise prescribed by the WNCL. A Special Meeting may be called by the President or Secretary; provided, however, that upon receipt of a written request for a Special Meeting signed by no less than a majority of the Directors then in office the Secretary, or another Officer if the Secretary is unwilling or unable to act, shall call a Special Meeting.

Section 9. Meetings By Telephone or Other Communication Technology.

(a) Any or all Directors may participate in any meeting of the Board of Directors, including a Committee thereof by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating Directors may simultaneously hear or read each other’s communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 10. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any Annual or Special Meeting shall be given either by: (a) oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto; or (b) by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article III hereof. The purpose of and the business to be transacted at any Special

Meeting need not be specified in the notice or waiver of notice of such meeting, except as may otherwise be required by the WNCL, the Articles of Incorporation, or these Bylaws. Notwithstanding any of the foregoing, notice of any action to remove a Director, or to approve a matter that would require approval by members if the Corporation had members, must be given by written notice to each Director at least seven (7) days prior to the date upon which such action will be voted, and further provided that notice of any proposed amendment to the Articles of Incorporation or these Bylaws must be given at least ten (10) days prior to the date upon which the proposal will be voted.

(b) Waiver of Notice. Whenever any notice is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 12. Manner of Acting. The act of a 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 act of a greater number is required by the WNCL, the Articles of Incorporation, or these Bylaws.

Section 13. Action by Written Consent of Directors.

(a) Unanimous Written Consent. Any action required or permitted by the WNCL, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors, or a Committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors or, as the case may be, all of the members of the Committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or, as the case may be, the Committee taken at a meeting.

(b) Two-Thirds Written Consent. Any action required or permitted by the WNCL, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by no less than two-thirds (2/3) of the Directors then in office. If any such consent is signed by at least two-thirds (2/3) but less than all of the Directors then in office, all Directors shall receive written notice of any action so taken. The action will not be effective until the later of: (a) the date specified in the written consent; or (b) the tenth (10th) day after the date on which written notice is given.

(c) Use of Electronic Signature. A Director or committee member may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory: (a) to serve as

his or her signature; and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as “Yes,” “I agree,” “I consent” or, as the case may be, “No” or “I abstain”); and (iii) contains a clear reference to the written consent action in the subject line.

(d) Records. The Board of Directors shall retain a record of the results of each action submitted to the Board of Directors for approval via written consent, including a record of those Directors who voted for or against the action and those who abstained.

Section 14. Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or a Committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) such Director’s dissent or abstention shall be entered in the minutes of the meeting; or (b) such Director files a written dissent or abstention to such action either (i) with the person acting as the secretary of the meeting before the adjournment thereof, or (ii) by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of the action.

Section 15. Compensation. Directors shall not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, pursuant to the Corporation’s Reimbursement Policy in effect as authorized by the Board of Directors.

Section 16. Committees.

(a) Executive, Finance and Other Committees. The Board of Directors by resolution may create an executive committee, a finance committee, or one or more other committees, each consisting of three or more Directors. Each Committee shall have such powers and duties as are not inconsistent with subsection (b) hereof or any existing delegation of powers to a Committee, as may be provided in the resolution creating such Committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors may also designate persons who are not Directors to serve as members of any such Committee with the exceptions of the Executive Committee and the Finance Committee.

i. The Executive Committee shall be composed of four board members consisting of the three elected officers: President, Treasurer and Secretary, and one Director elected by the board at the Annual Meeting. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

ii. The Finance Committee shall consist of no fewer than three board members appointed by the Executive Committee. The Finance Committee shall be chaired by the Treasurer.

iii. The Commission's working committees shall consist of the:

1. Courts & Administrative Tribunals Committee
2. Delivery of Legal Services Committee
3. Public Awareness Committee
4. Resource Development Committee

(b) Nondelegable Powers; Alternative Members; Rules of Committees. No Committee shall be empowered to act in lieu of the entire Board of Directors in respect to election of Officers or the filling of vacancies pursuant to Section 6 on the Board of Directors or Committees created pursuant to this Section 16. All members of the Board of Directors who are not members of a given Committee shall be alternate members of such Committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each Committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 17. Conflict of Interest.

(a) Each Director shall annually complete a Conflict of Interest Statement pursuant to the Corporation's Conflict of Interest Policy then in effect and shall disclose to the Board of Directors any conflict of interest or possible conflict of interest whenever the conflict pertains to a matter being considered by the Board of Directors.

(b) Any Director having a conflict of interest on any matter shall abstain from voting on the matter but may be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect at least the following: (a) that a conflict existed; (b) that a disclosure was made regarding the conflict; (c) that the conflicted Director abstained from voting; and (d) whether or not a quorum existed.

(d) If a Director is uncertain as to whether he or she has a conflict of interest which requires abstention, or if a Director asserts that another Director has such a conflict, the Board of Directors, by majority vote of those present other than the Director having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Director shall abstain from voting on the matter.

(e) The Board of Directors may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement this Section 17.

ARTICLE III Methods of Giving Notice

Notice of any Annual or Special Meeting, and any other notice required to be given under the WNCL, the Articles of Incorporation, or these Bylaws, may be communicated by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice is effective at the earliest of the following:

- (a) When received.
- (b) Five (5) days after deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE IV Officers

Section 1. Number. The principal officers (each, an “Officer” and collectively, the “Officers”) of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other Officers and Assistant Officers (each, an “Assistant Officer”) and agents as may be deemed necessary. The same individual may not simultaneously hold more than one office. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The Officers shall be elected annually at the Annual Meeting. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office from the close of the Annual Meeting for a term of one year or until: (a) a qualified successor is elected upon the expiration of the term of that Officer; (b) the Officer’s death; or (c) the Officer resigns or is removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. Officers and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors or, failing such resolution, shall have such

powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Compensation. Officers shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, pursuant to the Corporation's Reimbursement Policy in effect as authorized by the Board of Directors.

ARTICLE V Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees, or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee, or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Chapter 42 Excise Tax. Notwithstanding the foregoing, the Corporation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VI Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE VII
Seal

The Corporation has no corporate seal.

ARTICLE VIII
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. For transactions with a value of \$5,000 or less, each of the Officers shall have authority to sign, execute, and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. For transactions with a value exceeding \$5,000, any two of the Officers jointly shall have such authority. Except as otherwise provided by the WNCL or directed by the Board of Directors, the Officers may authorize in writing any Officer or agent of the Corporation to sign, execute, and acknowledge such documents and instruments in their place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation. Notwithstanding any of the foregoing, no Officer shall be authorized to sign, execute, or acknowledge any document or instrument in favor of himself or herself.

Section 2. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms, or other depositories as the Board of Directors may select.

ARTICLE IX
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors then in office at any Annual, Regular or Special Director Meeting, provided that notice of any proposed amendment to the Articles of Incorporation or these Bylaws must be given at least ten (10) days prior to the date upon which the proposal will be voted.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors that would be inconsistent with the Bylaws then in effect but that is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE X
Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be “signed” or to have a “signature” by or of a Director or a committee member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Section 2. Deliver. Any action or notice required in these Bylaws to be “delivered” may be delivered by hand, mail, commercial delivery service, electronic transmission, or any other method of delivery used in conventional commercial practice.