

BYLAWS OF SCG LEGAL, INC.

Article 1

NAME, OFFICE AND PURPOSE

Section 1.1. *Name.* The name of the Association is SCG Legal, a nonprofit corporation incorporated in the state of North Carolina.

Section 1.2. *Office.* The principal office of the Association is located in the District of Columbia.

Section 1.3. *Purpose.* The primary purpose of the Association is to provide opportunities for dialogue, education, advancement and improvement of its members through meetings, seminars, communications, publications, and other programs and activities.

Section 1.4. *Restrictions.* All policies and activities of the Association shall comply with applicable federal, state, provincial and local antitrust trade regulations or other legal requirements, as well as applicable tax-exemption requirements including those that prohibit the Association from being organized for profit and having any part of its net earnings inure to the benefit of any private individual.

Article 2

MEMBERS

Section 2.1. *Membership.* Membership in the Association is available to firms engaged in the practice of law or lobbying, or both, in either state, provincial or national capitals or other legal markets, and that pay dues. Member firms shall be, and at all times as a condition of their ongoing membership in the Association must remain, completely independent of one another in the practice of law. Each member firm shall appoint and certify to the Secretary of the Association a person who shall represent, vote and act for the member firm in all affairs of the Association, and be eligible to serve as a director and hold office.

Section 2.2. *Admission of Members.* Admission to membership is by two-thirds vote of the members.

Section 2.3. *Resignation.* Any member may resign by filing a written resignation with the Secretary, which resignation shall take effect on the date of its receipt.

Section 2.4. *Expulsion.* Any member may be expelled for sufficient cause by a two-thirds vote of the Board of Directors. Failure to pay dues is presumed to be adequate reason for expulsion and neither requires advance written notice to the member nor deliberation by the Board. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, final written notice of the Board's decision, and the right to appeal the Board's decision.

Article 3

DUES

Section 3.1. *Dues.* Dues are to be established by the Board of Directors.

Section 3.2. *Delinquency.* Any member of the Association that fails to remit its dues for a period of more than ninety days after their payment is required shall be notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty days, the delinquent member shall forfeit its membership and be expelled.

Section 3.3. *Refunds.* Dues are not refundable.

Article 4 DIRECTORS

Section 4.1. *General Powers.* The governing body of the Association is the Board of Directors, which has authority over and responsibility for the supervision, control and direction of the Association.

Section 4.2. *Composition.* The Board of Directors consists of fifteen persons elected by and from the membership.

Section 4.3. *Election and Term of Office.* At each annual meeting of the Association an election shall be held to choose new members of the Board of Directors. Directors serve staggered terms of three years. No director may serve more than two successive three-year terms.

Section 4.4. *Vacancies.* If a vacancy occurs on the Board for any reason, the position will be filled by the Board for the unexpired portion of the term.

Section 4.5. *Meetings.* The Board of Directors shall meet at least annually at whatever time and place it selects. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors may simultaneously hear each other. A director participating in a meeting by this means is deemed to be present in person. The presence of any five directors constitutes a quorum. A majority of directors where a quorum is present is necessary to make a decision except where some other number is required by law or by these bylaws. Proxy voting is not permitted. Mail voting is permitted.

Section 4.6. *Removal.* A director may be removed for sufficient cause by a two-thirds vote of the membership.

Section 4.7. *Compensation.* Directors shall not receive compensation for their services.

Article 5 OFFICERS

Section 5.1. *Officers.* The officers of the Association shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and a Chief Executive Officer.

Section 5.2. *Qualifications.* Officers, except for the Chief Executive Officer, must be persons who have been appointed and certified to the Secretary of the Association to represent, vote and act for a member firm in all affairs of the Association pursuant to Article 2, Section 1, of these bylaws, and who have been elected directors. No person may hold more than one office at the same time.

Section 5.3. *Election and Term of Office.* Officers, except for the Chief Executive Officer, shall be elected annually by the membership at the annual meeting. Officers, except for the Chief Executive Officer, serve for one year.

Section 5.4. *Duties.* The officers perform those duties that are customarily associated with their positions and that are assigned to them by the Board of Directors. In addition, the Chairman is the presiding officer of the Board of Directors, the Vice Chairman acts in place of the Chairman when the Chairman is not available, the Secretary records the proceedings of the Association, the Treasurer is the financial officer of the Association, and the Chief Executive Officer is the Association's chief employed administrative officer.

Section 5.5. *Vacancies.* If, for any reason, a vacancy occurs among the officers, other than the Chief Executive Officer, the position shall be filled by the Board for the unexpired portion of the term.

Section 5.6. *Removal.* An officer may be removed for sufficient cause by a two-thirds vote of the Board of Directors.

Article 6 MEETINGS

Section 6.1. *Annual Meeting.* A meeting of the members shall be held annually on such date as the Board of Directors determines.

Section 6.2. *Special Meetings.* Special meetings of the members may be called at any time by the Chairman or Board of Directors of the Association, or by members having one-fifth of the votes entitled to be cast at such meeting.

Section 6.3. *Notice.* Written notice of each meeting of members stating the place, day, hour, and the purpose for which the meeting is called shall be communicated to each member not less than ten nor more than ninety days before the date of such meeting.

Section 6.4. *Voting.* Twenty percent of the members at any meeting shall constitute a quorum. The vote of the majority of members present shall decide any questions brought before such meeting, unless a greater proportion is required by law or by these bylaws. Proxy voting is not permitted. Mail voting is permitted.

Article 7 COMMITTEES

An executive committee consisting of the officers of the Association may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting. The Chairman may appoint whatever other committees may be deemed necessary.

Article 8
INDEMNIFICATION

The Association shall indemnify to the fullest extent permitted by law any and all of its directors or officers or former directors or officers against liabilities and reasonable litigation expenses, including attorneys' fees, incurred by them in connection with any action, suit or proceeding in which they are made or threatened to be made a party by reason of being or having been directors or officers, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of their duties.

Article 9
AMENDMENTS TO THE BYLAWS

These bylaws may be amended by majority vote of the members at a meeting at which a quorum is present.

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