



BOARD OF DIRECTORS

Legal Services Corporation  
America's Partner For Equal Justice

## RESOLUTION

### AMENDING THE LSC BYLAWS TO PROHIBIT NON-DIRECTOR MEMBERS OF BOARD COMMITTEES FROM COUNTING TOWARDS A COMMITTEE QUORUM

**WHEREAS**, pursuant to section 5.01(b) of the Legal Services Corporation (“LSC” or “Corporation”) Bylaws, the Board appoints or delegates to the Board Chair the authority to appoint non-Directors to serve as voting or non-voting members on committees of the Board; and

**WHEREAS**, section 5.02(a) of the LSC Bylaws, which governs procedures of committees of the Board of Directors, provides

Except as otherwise provided in these By-Laws or in the resolution establishing the committee, a majority of the voting members thereof, or one-half of such members if their number is even, shall constitute a quorum; and

**WHEREAS**, the Board believes that Board committees should not meet or take action absent a quorum of Director members of those committees;

**NOW, THEREFORE, BE IT RESOLVED THAT**, the Board of Directors adopts the attached amendment to its Bylaws to prohibit non-Director members from counting towards a committee quorum.

**Adopted by the Board of Directors**

On January 25, 2013

**John G. Levi**  
*Chairman*

**Attest:**

**Ronald S. Flagg**  
*Vice President for Legal Affairs,  
General Counsel & Corporate Secretary*

## Amendment to LSC Bylaws

Article V, Section 5.02(a) Committee Procedures is amended as follows:

~~Except as otherwise provided in these By-Laws or in the resolution establishing the committee, a~~  
A majority of the voting members ~~thereof~~ a committee, or one-half of such members if their number is even, shall constitute a quorum. except that no non-Director member shall count towards a committee quorum.