



BOARD OF DIRECTORS

RESOLUTION

Abolishing the offices of *Vice President for Compliance and Administration* and
Vice President for Government Relations & Public Affairs,

Establishing the office of *Chief Administrative Officer*

and

Changing the title of the office of *Vice President for Programs*

to

Vice President for Programs and Compliance

WHEREAS, the bylaws of the Legal Services Corporation ("Corporation") provide that "[t]he officers of the Corporation shall be a President, one or more Vice Presidents . . . and such other officers as the Board determines to be necessary, all of whom serve at the pleasure of the Board . . . [and] shall have such authority and perform such duties . . . as may from time to time be determined by the Board[;]"

WHEREAS, the President of the Corporation ("President") has proposed changes in the management structure of the Corporation intended to improve the management and administration of the Corporation and better promote the delivery of high quality legal assistance to low income persons; and

WHEREAS, the President has requested that the Board, pursuant to the Corporation's bylaws, formally abolish the corporate officer positions of *Vice President for Compliance and Administration* and *Vice President for Government Relations & Public Affairs*, establish the corporate officer position of *Chief Administrative Officer* and change the title of the corporate officer position of *Vice President for Programs* to *Vice President for Programs and Compliance*;

NOW, THEREFORE, BE IT RESOLVED that, pursuant to the Corporation's bylaws, the Board hereby abolishes the offices of *Vice President of Compliance and Administration* and *Vice President for Government Relations & Public Affairs*;

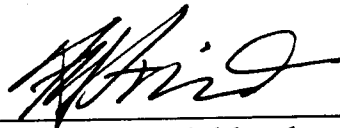
BE IT FURTHER RESOLVED that, pursuant to the Corporation's bylaws, the Board hereby establishes the corporate officer position of *Chief Administrative Officer*, to be filled by such person as the Board appoints to that position;

BE IT FURTHER RESOLVED, that the *Chief Administrative Officer* shall provide oversight and management of the Offices of Human Resources, Financial and Administrative Services, and Information Technology;

BE IT FURTHER RESOLVED, that the title of the office of *Vice President for Programs* is hereby changed to *Vice President for Programs and Compliance*, to be filled by such person as the Board appoints to that position; and

BE IT FURTHER RESOLVED, that the *Vice President for Programs and Compliance* shall provide oversight and management of the Offices of Program Performance, Compliance and Enforcement, and Information Management.

Adopted by the Board of Directors
on November 20, 2004



Frank B. Strickland
Chairman



Victor M. Fortuno
*Vice President for Legal Affairs,
General Counsel & Corporate Secretary*