

PUERTO RICAN LEGAL DEFENSE
& EDUCATION FUND, INC.

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BY-LAWS

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AND EDUCATION FUND, INC.

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ARTICLE I - PURPOSE

The purpose of the Corporation shall be to seek, through the Legal process, to insure equal protection of the Laws and the protection of the civil rights and civil liberties of persons of Puerto Rican extraction by providing information and legal services without cost to the Puerto Rican community. This purpose shall be accomplished in accordance with Section 495, subdivision 5, of the Judiciary Law of the State of New York, pursuant to Part 608 of the Rules of the Appellate Division for the First Department of New York and to Section 202 of the State of New York and as further set forth in the Corporation's certificate of Incorporation and the Order of the Appellate Division of the Supreme Court of the State of New York, First Department, approving said Certificate.

ARTICLE II - OFFICE

The principal office of the Corporation shall be located in the City and State of New York. The Corporation may have such other offices, either within or without the State of New York, as the Board of Directors as hereinafter defined may determine.

ARTICLE III - MEMBERS

There shall be no members of the Corporation.

ARTICLE IV - BOARD OF DIRECTORS

1. POWERS

The affairs of the Corporation shall be managed by a Board of Directors (the "Board") who shall be persons actively involved in the activities of the Corporation.

2. ELECTION, NUMBER, VACANCIES, AND QUALIFICATIONS OF DIRECTORS

The Board shall be composed of not more than thirty-nine (39) Directors. The Directors shall be chosen, according to the procedure hereinafter provided, at the Annual Meeting. However, any vacancy may be filled at any regular or special meeting of the Board upon the recommendation of an authorized Committee of the Board. All Directors whose terms have expired shall continue to hold office until their successors are elected.

At the first Annual Meeting at which these Bylaws are adopted (January, 1980) the term of office of ten (10) Directors shall be fixed for three (3) years (Class A); the term of ten (10) Directors shall be fixed for two (2) years (Class B); and the term of ten (10) Directors shall be fixed for one (1) year (Class C). At the expiration of the initial term of office of each individual Director, if re-elected, he shall serve a term of three (3) years.

Any Director first elected to the Board shall be assigned to one of the classes by the Chair to assure an annual

one-third election of Directors in the future years. Directors elected to a vacancy shall hold office for the unexpired term in respect of which such vacancy occurred.

At each Annual Meeting, upon recommendation of an authorized Committee of the Board, the Chair shall present a slate of nominees who shall be elected by a majority vote of the Board present. At the first Annual Meeting at which these Bylaws are adopted, the Chair shall assign nominees to each class. At all times at least a majority of the Directors shall be attorneys duly licensed to practice in a jurisdiction of the United States.

3. ADDITIONAL QUALIFICATIONS

All Directors must be at least eighteen years of age and at least one Director shall be a citizen of the United States and a resident of the State of New York.

4. ANNUAL MEETING

The Annual Meeting of the Board for the election of Directors, for review of the Annual Report as prescribed by ARTICLE XI of these Bylaws, and for the transaction of such other business as may properly come before the meeting shall be held in January of each year at a time and place fixed by the Board at its last previous meeting and specified in a notice of meeting sent to each Director.

5. REGULAR MEETINGS

Regular meetings of the Board for the transaction of any business may be held at such time and place, either within or without the State of New York, as shall from time to time be determined by the Board, but not less than three meetings, including the Annual Meeting shall be held each calendar year.

6. SPECIAL MEETINGS

Special Meetings of the Board may be called by the Chair or the Secretary upon direction of the Chair, by petition submitted to the Secretary and signed by one-third of the Directors, or by two-thirds (2/3) vote of the Executive Committee and shall be held at the time and place, either within or without the State of New York, and for such purpose or purposes as shall be specified in writing by the person or persons calling the meeting, and the business transacted thereat shall be limited to those items stated in the notice of meeting unless all of the Directors are present or consent in writing before the meeting to the transaction of other business.

7. NOTICE

The Secretary shall cause notice of all meetings of the Directors to be given by mail, by personal service of a copy thereof, or by telegram upon each Director at least two days prior to such meeting, provided that any meeting of the Board may be held without notice if all of the Directors then in office shall be present thereat.

8. QUORUM

Except as otherwise required by law or by the Certificate of Incorporation or by other certificate filed pursuant to law or by these Bylaws, the presence at any meeting of two-fifths (2/5) or forty (40) percent of the Board shall constitute a quorum for the transaction of all business, and the concurring vote of a majority of the Directors present at any meeting shall be necessary for the transaction of all business, provided that in the absence of a quorum the Chair may conduct a meeting of those present acting as a committee of the Board.

9. RESIGNATION OR REMOVAL

Any Director may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Chair or the Secretary of written notice thereof. Any Director may be removed for cause at any meeting of the Board by the concurring vote of two-thirds (2/3) of all the Directors present, provided that the proposal to take such action shall have been stated in the notice of the meeting. However, any Director who has failed to attend three consecutive meetings of the Board which actually took place, whether or not a quorum was present, and who has failed to timely present to the Board or the Executive Committee a written excuse for each such absence that demonstrates to the satisfaction of the Board or Executive Committee good cause for such absence, may be removed as

Director, without notice, at any meeting of the Board by the concurring vote of two-thirds (2/3) of the Directors present.

10. QUESTIONS OF ORDER OR PROCEDURE

The officer of the Corporation presiding as Chair at any meeting of the Board may rule on questions of order or procedure coming before the meeting or may submit any such question to the vote of the meeting, which vote may at his direction be by ballot. The Chair shall submit any such question to the vote of the meeting at the request of any Director, which vote shall be by ballot if the Director requesting the vote so specifies.

11. VOTING

All votes at the Board will be determined by a majority of those present and voting except where otherwise indicated.

ARTICLE V - HONORARY DIRECTORS

1. POWERS

Honorary Directors shall be elected by the Board at the Annual Meeting to advise and consult with the Board. Honorary Directors shall be invited to attend any meeting of the Board and may participate in any of its deliberations or consultations.

2. ELECTION, NUMBER, AND QUALIFICATIONS OF HONORARY DIRECTORS

The Executive Committee shall nominate candidates for election as Honorary Directors to the Board who shall be public or elected officials or persons of national reputation. The

Board may, by a resolution passed by a majority of the whole Board, appoint such persons as Honorary Directors as were nominated by the Executive Committee.

The number of Honorary Directors shall be fixed by the Board from time to time. The Honorary Directors shall serve terms of one year, and shall be eligible for re-election.

3. RESIGNATION

Any Honorary Director may resign at any time and, unless otherwise stated, such resignation is to take effect upon receipt by the Chair of the Board or the Secretary of written notice thereof.

ARTICLE VI - OFFICERS

1. APPOINTMENT

The Board of Directors at its Annual Meeting shall, upon the recommendation of an authorized Committee of the Board, by a majority vote of those present, elect from among its members a Chair, two Vice Chairs, a Treasurer, and a Secretary. That Committee shall mail its recommended slate of such officer candidates to the Board members no later than twenty (20) days prior to the Annual meeting. Thereafter, additional candidates may be proposed only by mailing to the Board members not less than ten (10) days prior to the Annual meeting a petition supported by the signatures of not less than ten percent (10%) of the Board.

2. TERM OF OFFICE

The officers shall hold office for one year or until their successors are elected. Any officer may resign at any time and, unless otherwise stated therein, such resignation is to take effect upon receipt by the Chair or Secretary of written notice. Any officer or At-large member of the Executive Committee may be removed from office at any time with or without cause by the concurring vote of two-thirds (2/3) of the Board present. Vacancies in any office may be filled for the unexpired term at any meeting of the Board from a list of nominees submitted by the Chair.

3. THE CHAIR OF THE BOARD

The Chair of the Board shall preside at all meetings of the Board at which he is present. He shall serve as presiding officer of the Executive Committee, shall be an ex-officio member of all committees, and shall perform such other duties as may be required by these Bylaws or by the Board.

4. THE VICE CHAIRS

In the event of a vacancy in the office of the Chair of the Board, or during the absence or inability to act of the Chair, the duties and powers of the Chair shall devolve upon the Vice Chairs of the Board in order of seniority of service.

5. THE TREASURER

The Treasurer shall be charged with the custody of all papers and documents relating to the property of the Corporation

and shall receive all the funds of the Corporation. He shall deposit all corporate funds in the corporate name in such bank or banks as the Board shall designate or approve. He may, at the request and expense of the Corporation, be required to give bond. Such funds shall be disbursed by such procedure as the Board may by resolution from time to time prescribe. He shall in general perform all duties incident to the office of Treasurer, subject to the control of the Board. The Treasurer shall render to the Board at least as of the end of each fiscal year an accurate account of his transactions as Treasurer and of the financial condition of the Corporation.

6. THE SECRETARY

The Secretary shall give notice and shall keep a careful record of the proceedings of all meetings of the Corporation, of the Board, and of the Executive Committee; and the Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board. The Secretary shall have the custody of the Corporate Seal, and he, or a duly authorized person, shall affix the same upon all contracts and instruments requiring a seal.

7. DUTIES OF OFFICERS MAY BE DELEGATED BY THE BOARD OF DIRECTORS ONLY

In the absence of any officer or for any other reason that the Board may deem sufficient, the Board may delegate for a

period of time the powers and duties of such officer to any other officer or to any Director.

ARTICLE VII - STAFF

1. EXECUTIVE DIRECTOR

The Board shall employ a member of the Bar of the State of New York as Executive Director (who may be styled President and/or General Counsel) to administer the Corporation on a full-time basis having charge and management of the affairs of the Corporation, subject to direction and control by the Board. The Executive Director shall be primarily responsible for hiring professional and non-professional staff as necessary and appropriate. He shall present the annual budget to the Board for approval at the last Board meeting prior to the commencement of the fiscal year.

2. OTHER STAFF

The administrative structure of the organization should be recommended by the Executive Director to the Executive Committee for approval and should be reviewed from time to time as the Executive Committee deems appropriate. He shall also appoint or employ a bookkeeper, or any staff person however denominated performing such functions, only with the advice and consent of the Treasurer and Chair.

ARTICLE VIII - COMMITTEES

1. EXECUTIVE COMMITTEE

The Board of Directors shall appoint an Executive Committee, immediately after the annual election of the Directors. The Executive Committee shall consist of the officers of the Corporation in addition to two At-large Directors nominated by the Chair and elected by a majority of the Board present. The Executive Committee shall have and may exercise, during the intervals between the meetings of the Board, all the powers vested in the Board, except that neither the Executive Committee nor any other committee appointed pursuant to this ARTICLE VII of the Bylaws shall have authority as to any of the following matters: the filling of vacancies on the Board or on any committee thereof; and the amendment or repeal of any resolution or action of the Board that by its terms shall not be so amendable or repealable. The Executive Committee may make rules for the conduct of its business and may appoint such subcommittees as it may deem necessary. The presence at any meeting of the Executive Committee of a majority of the members thereof shall be necessary and shall constitute a quorum for the transaction of all business, and the concurring vote of a majority of the members of the Executive Committee present at any meeting shall be necessary for the transaction of all business. The Chair or, in his absence, the Vice Chair of the Board with longest term of service

who is present, shall preside at all meetings of the Executive Committee. The minutes of the meetings of the Executive Committee shall be circulated to the Board by the Chair.

2. OTHER COMMITTEES

The Chair may establish and appoint the members of such other committees as he may deem advisable, to advise or assist in the management, direction, and supervision of the activities of the Corporation. The Chair may change the membership of, and fill any vacancies which may occur in these committees.

3. COMMITTEE ACTION BY CONFERENCE TELEPHONE

Members of the Executive Committee or any members of any other committee established under this ARTICLE VII may participate in a meeting of such committee by means of a conference telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

ARTICLE IX - SECURITIES

1. SAFEKEEPING

All bonds, stocks, and other invested securities and evidence of value owned or held by the Corporation shall be deposited for safekeeping with a bank or trust company approved by the Board, to be held for the account of the Corporation and subject to the order of the Board or such persons as it may designate.

2. TRANSFERS AND ASSIGNMENTS

All transfers and assignments of any securities registered or standing in the name of the Corporation shall be executed under its seal by the Chair, or Vice Chair with longest term of service together with the Treasurer or Secretary.

ARTICLE X - PURCHASE, SALE,
MORTGAGE, OR LEASE OF REAL ESTATE

No purchase, sale, mortgage, or lease of the real property of or for the Corporation shall be made unless authorized by the affirmative vote of a majority of the whole number of the Board.

ARTICLE XI - ANNUAL REPORT

At least one week prior to the Annual Meeting, the Board shall receive a written report, prepared by the Executive Director, reviewing the activities of the Corporation since the last Annual Meeting. A copy of the written report presented at each Annual Meeting shall be filed with the minutes of the meeting.

ARTICLE XII - INDEMNIFICATION

Any person made a party to any action, suit, or proceeding by reason of the fact that he, his testatee, or his interests is or was a Director, officer, or employee of the Corporation or of any corporation in which he served as such at the request of the Corporation shall be indemnified by the

Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, Director, or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled.

ARTICLE XIII - MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever the Corporation or the Board is authorized to take any action after notice to the Directors or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if such action be authorized or approved and, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to said notice or to participate in such action.

2. COMPENSATION OF DIRECTORS, OFFICERS AND HONORARY DIRECTORS

No member of the Board shall receive any fee, remuneration, salary, or stipend for services as a Director, officer or Honorary Director except that direct or ordinary expenses incurred in attending meetings of the Board may be reimbursed.

3. SEAL

The seal of the Corporation shall be circular in form and contain the name of the Corporation and the year of its organization.

4. FISCAL YEAR

The fiscal year of the Corporation shall end on June 30 or such other dates as may be fixed from time to time by resolution of the Board.

5. GENDER

Whenever any words are used herein in a particular gender, they shall be construed as though they are used in whatever gender would be appropriate in the context of these Bylaws. The incumbent Chair and Vice Chairs of the Board or of any committees of the Board may elect to style the office in question in a way that would remove or change parts of words which may suggest gender (for example, the Chair may elect to be called "Chairwoman", "Chairperson", or "Chairman"). The style or usage elected by any incumbent officer shall not affect in any way the powers of that officer under the Bylaws.

ARTICLE XIV - AMENDMENT

These Bylaws may be added to, amended, or repealed by the Board by an affirmative vote of two-thirds (2/3) of the membership of the Board present at any meeting duly held as above provided, the notice of which included notice of the proposed amendment, repeal, or addition.

ARTICLE XV - DISSOLUTION

In the event of dissolution or liquidation of the Corporation, whether voluntary, involuntary, or by operation of law, no Director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of the corporate assets. The corporate assets will be used or distributed exclusively to accomplish the general purposes set forth in the Corporation's Certificate of Incorporation, subject to the order of a Justice of the Supreme Court of the State of New York as provided by law, provided that such distribution be made only to such recipients of a kind described in Section 501(c)(3) of the Internal Revenue Code of 1954 and so as to be exempt from tax under Section 501 (a) thereof or cognate provisions of law.