Association of the Bar of the City of New York Fund, Inc.

BY-LAWS
AMENDED & RESTATED AS OF June 10, 2026

Article 1
PRINCIPAL OFFICE

Section 1. The principal office of the corporation shall be at No. 42 West 44th Street, in the City of New York.

Article II
SEAL

Section 1. The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New York".

Article III
MEETING OF MEMBERS

Section 1. *Annual Meeting.* The annual meeting of the members of the corporation for the election of directors and the transaction of any other business which may be brought before the meeting shall be held at the principal office of the corporation in June of each year, unless the members shall fix the time for the meeting to occur during a different month.

Section 2. *Special Meeting.* A special meeting of the members may be held at any time upon the call of the Board of Directors, or of the President, or of any three members, at the principal office of the corporation, at such time as shall be stated in the call thereof.

Section 3. *Notice of Meetings.* Written notice of the time, place and purposes of all meetings shall be served either personally, by mail or by electronic communication not less than five days before the meetings, and, if mailed, such notice shall be directed to the member at his address as shown on the books of the corporation.

Section 4. *Quorum.* Ten members, but in no case less than one-third of the members, shall constitute a quorum at any meeting of the members, but less than such quorum shall have power to adjourn.

Article IV
BOARD OF DIRECTORS

Section 1. *Directors.* The affairs of the corporation shall be managed by a Board of Directors to consist of not more than forty-seven (47) Directors: the President and Treasurer to serve *ex officio*, and the remaining forty-five (45) to be divided into three classes, with each class holding office for three years and until their successors have been elected. At each of the annual meetings to take place in June of 2026, June of 2027, and June of 2028, the Members of the corporation shall elect a class of at least ten (10) but not more than fifteen (15) Directors. Thereafter, one class of fifteen (15) Directors shall be elected at each annual meeting of the Members, or as soon thereafter as practicable. Vacancies in the Board of Directors arising from any cause may be filled either by the Members or by the Board at any meeting, to hold office during the remainder of the terms of Directors whose places they fill. No Director who has served six consecutive years on the Board shall be eligible for re-election to the Board for a period of one year, except that any Director serving as Chair may serve as Director beyond six consecutive years so long as he or she holds the position of Chair.

Section 2. *Removal.* Any Director may at any time be removed by vote of a majority of all members at a meeting called for the purpose.

Section 3. *Meetings.* Regular meetings of the Board of Directors shall be held without notice at such times as may be fixed by standing resolution of said Board. Special meetings may be held at any time upon the call of the President or of any three of the Directors. The Secretary shall give at least two day's notice of any special meeting, stating the purposes thereof.

Section 4. *Quorum.* At any meeting of the Board of Directors not less than one-third of the Directors shall constitute a quorum.

Section 5. *Telephonic Meetings*. The President or Chair of the Board shall have the power to determine that extraordinary circumstances exist such that any one or more members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communication equipment allowing all persons participating in such a meeting to hear each other at the same time. Participation by such means shall be equivalent to participating in person at a meeting.

Section 6. *Committees.* There shall be an Executive Committee of the Board of Directors, to consist of the President and Treasurer, the Chair of the Board, and two additional directors to be elected by the Board. The Executive Committee shall have all the authority of the Board permitted by the not-for-profit corporation law of New York.

Section 7. *Committees.* The President or the Chair of the Board may authorize the creation of OTHER standing and special committees which shall have such powers as the Board shall determine to the extent permitted by the not-for-profit corporation law of New York.

Article V

OFFICERS

Section 1. *Election.* The President and the Treasurer of the Association of the Bar of the City of New York shall serve *ex officio* as President and Treasurer, respectively. The Board of Directors shall elect annually a Chair of the Board, and one or more Vice-Presidents, and shall also elect or appoint a Secretary, Assistant Secretary and such other officers as they may deem proper. All officers appointed by the Board shall serve during the pleasure of the Board.

Section 2. *Duties*. The officers of the corporation, so designated, shall have such powers and duties as generally pertain to their offices, respectively, as well as such other powers and duties as from time to time shall be conferred upon them by the Board of Directors.

Article VI

INDEMNIFICATION OF BOARD OF DIRECTORS, OFFICERS, COMMTTEE MEMBERS AND EMPLOYEES

Section 1. *Indemnification.* The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the board, an officer, committee member or employee of the corporation at the time of such party's conduct in question, against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. *Advance Payment.* Expenses including attorneys' fees reasonably incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the board member, officer, committee member or employee of the corporation to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized by this by-law.

Section 3. *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who is or was an officer, committee member or employee of the corporation against any liability asserted against the person and incurred by such person or on such person's behalf in any capacity as a board member, an officer, committee member or employee of the corporation whether or not the corporation would have to indemnify against such liability under the provisions of this by-law.

Article VII

AMENDMENTS

Section 1. These by-laws may be amended at any regular meeting of the Board of Directors, or at any special meeting of said Board if notice of the proposed amendments has been included in the notice of such special meeting, by the affirmative vote of a majority of all the Directors. By-laws made by the Directors may be amended or repealed by vote of a majority of the members at any annual meeting, at any special meeting if notice of such proposed action has been included in the notice of such special meeting.