

**BYLAWS
OF THE
LEGAL INFORMATION PRESERVATION ALLIANCE**

ARTICLE I

Name and Purposes

Section 1. Name. The name of the corporation is the LEGAL INFORMATION PRESERVATION ALLIANCE (hereinafter the “Alliance”), an Illinois not-for-profit corporation.

Section 2. Purposes. The purposes of the Alliance are charitable, educational and scientific. Specifically, the Alliance’s purpose is to preserve paper and electronic legal information through defining objectives, developing standards and models, creating networks, fostering financial and other support for long-term stability in the field of legal information preservation, and conducting or engaging in all lawful activities in furtherance of, or incidental to, the foregoing purposes.

Section 3. Rules. The following rules conclusively bind the Alliance and all persons acting for or on behalf of it:

(a) No part of the net earnings of the Alliance will inure to the benefit of, or be distributed to, its trustees, officers, committee members or other private persons, except that the Alliance is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth above. No substantial part of the activities of the Alliance will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Alliance may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, the Alliance may not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) In the event of dissolution of the Alliance, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Alliance, must distribute the remaining assets of the Alliance exclusively for the purposes of the Alliance in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes that at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of will be disposed of by the Circuit Court of the county in which

the principal office of the Alliance is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as the Court determines.

(c) The Alliance may not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, creed, sex, sexual preference, age or disability.

ARTICLE II

Offices

The Alliance will have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or outside the State of Illinois as the Board of Directors determines.

ARTICLE III

Members

Section 4. Membership. Membership in the Alliance may be granted to any organization that is engaged in or interested in the preservation of legal information and (i) agrees to support the Alliance's purposes; (ii) agrees to abide by these bylaws and such other rules and regulations as the Alliance may adopt; and (iii) meets such additional criteria for each category of membership in the Alliance as the Board of Directors may establish from time to time.

Section 5. Application for Membership. Any organization eligible for membership under these bylaws may be elected to membership on written application and approval by a majority vote of the Board of Directors.

Section 6. Rights and Duties. Members may vote, attend meetings, serve on committees, and serve as Directors or Officers of the Alliance. Notwithstanding the foregoing, Members shall not have the right to vote on the amendment of the Alliance's Articles of Incorporation or the amendment of its Bylaws. Each Member shall have one (1) vote on matters submitted to a vote of the membership.

Section 7. Resignation. Members may resign from the Alliance at any time by giving written notice to the Alliance. Any member resigning from the Alliance shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the Alliance.

Section 8. Termination of Membership. Membership in the Alliance may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership is a violation of these Bylaws or any policies, rules, or regulations of the Alliance. Termination or suspension is by majority vote of the Board of Directors; provided, that a statement of the charges has been mailed by certified mail to the last

recorded address of the member at least fifteen (15) days before final action is to be taken. This statement must be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges will be considered and the member will have the opportunity to appear in person and/or to be represented by counsel in accordance with procedures adopted by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who is in default in the payment of any dues or assessments will be terminated automatically. In special circumstances such termination may be delayed by the Board of Directors.

ARTICLE IV

Membership Meetings

Section 1. **Annual Meeting.** An annual meeting of the Members shall be held at such time and place as is determined by the Board of Directors.

Section 2. **Special Meetings.** Special meetings of the Members may be called at the request of the Chair or at the written request of two-thirds ($\frac{2}{3}$) of the Members. The time and place for holding special meetings will be determined by the Board of Directors.

Section 3. **Notice.** Notice of any annual or special meeting of Members must state the time, date, place, and purpose of the meeting, and be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. **Quorum.** Ten percent (10%) of the Members present (either in person or by proxy) at any duly called meeting of Members constitutes a quorum for the transaction of business, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. **Manner of Acting.** The act of a majority or more of the Members present (either in person or by proxy) at a duly called meeting of Members at which a quorum is present is the act of the Members for all matters voted upon by Members, unless the act of a greater number is required by these Bylaws or the Articles of Incorporation.

Section 6. **Mail Vote.** Voting by mail, electronic mail, facsimile, or by any other means of electronic communication (collectively, a "mail vote") is permitted in lieu of a vote at a duly called meeting for any item of business. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least two-thirds ($\frac{2}{3}$) of the Members. For matters other than the election of Directors, the act of a majority or more Members is an act of the members for all matters voted upon by the Members, unless the action of a greater number is required by these Bylaws.

ARTICLE V

Dues and Assessments

The initial and annual dues for Members, and the time for paying such dues and other assessments, if any, is determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or assessments for any Member.

ARTICLE VI

Board Of Directors

Section 1. Authority and Responsibility. The affairs of the Alliance are managed by the Board of Directors, which supervises, controls and directs the Alliance's affairs, determines and revises its policies within the limits of these Bylaws, actively promotes its purposes, and exercises discretion in disbursing its funds. The Board of Directors may adopt rules and regulations for conducting its business as it deems advisable and may, in executing the powers granted, appoint agents it considers necessary or appropriate.

Section 2. Composition and Selection. The Board of Directors is composed of at least four (4) but no more than nine (9) Directors elected by the Alliance's Members. The Alliance's Executive Director is invited to attend and participate in all meetings of the Board of Directors, other than executive sessions relating to his or her personal interests.

Section 3. Term. Each Director serves a term of one year, or until such time as their successors are duly elected, qualified and take office. There is no limit on the number of terms a Director may serve.

Section 4. Regular Meetings. The Board of Directors may provide by resolution the time, date and place for holding a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than the resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chair or upon a written request to the Secretary of three (3) Directors. The person or persons calling any special meeting of the Board of Directors must set forth in the notice the purpose, time and place of the special meeting.

Section 6. Notice. Notice of any special meeting of the Board of Directors must be given at least 5 days prior to the meeting, by written or printed notice delivered personally, by mail, e-mail or by facsimile transmission to each Director at his or her address as shown in the records of the Alliance; but in the case of a special meeting held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, notice of the meeting must be given at least 24 hours prior thereto. Any Director may waive

notice of any meeting. A Director's attendance at any meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the Directors constitutes a quorum for the transaction of business at any duly-called meeting of the Board of Directors; but if less than a quorum is present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a duly-called meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 9. Resignation and Removal. Any Director may resign at any time by giving written notice to the Secretary. In addition, any Director may be removed by the Alliance's Members, whenever, in its judgment, the best interests of the Alliance would be served by such removal.

Section 10. Vacancies. In the event of a Director's death, resignation or inability to act, the Board of Directors may elect or appoint a successor for the unexpired portion of the term.

Section 11. Compensation. Directors may not receive any remuneration for their services as Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein will be construed to preclude any Director from serving the Alliance in any other capacity and receiving reasonable compensation for such service.

Section 12. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing, including a writing via facsimile or paper or electronic mail, setting forth the action taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 13. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting constitutes presence in person at the meeting of the persons so participating.

ARTICLE VII

Officers

Section 1. Officers. The officers of the Alliance are a Chair, Vice Chair, Secretary and Treasurer.

Section 2. Election and Tenure. The Alliance's Board of Directors will annually appoint Officers from among the Directors. Each Officer will serve for a term of one year, or until such time as their successors are duly elected, qualified, and take office.

Section 3. Chair. The Chair is the principal executive officer of the Alliance. The Chair, in general, supervises and directs all of the Alliance's business affairs, subject to the Board of Directors' direction and control. The Chair presides at all meetings of the Board of Directors and the Executive Committee. The Chair may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors has authorized to be executed, except documents the execution of which are expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The Chair, in general, performs all duties customarily incident to the office of Chair and other duties that the Board of Directors may prescribe.

Section 4. Vice Chair. The Vice Chair assumes the duties of the Chair if the Chair is absent or is unable or unwilling to act.

Section 5. Secretary. The Secretary keeps minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; sees that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; is custodian of the corporate records; and, in general, performs all duties customarily incident to the office of secretary and other duties that the Chair or the Board of Directors assigns. The Board of Directors may assign the Secretary's duties in whole or in part to the Executive Director.

Section 6. Treasurer. The Treasurer is the principal accounting and financial officer of the Alliance and has charge of and is responsible for the maintenance of adequate books of account for the Alliance; has charge and custody of all funds and securities of the Alliance, and is responsible therefor, and for the receipt and disbursement thereof; deposits all funds and securities of the Alliance in such banks, trust companies or other depositories that are selected in accordance with Article IX of these Bylaws; requests an annual audit of the Alliance's books conducted by a certified public accounting firm; and, in general, performs all of the duties customarily incident to the office of treasurer and other duties that the Chair or the Board of Directors assigns. The Board of Directors may assign the Treasurer's duties in whole or in part to the Executive Director.

ARTICLE VIII

Executive Director

The administrative and day-to-day operation of the Alliance is the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a firm, chief staff officer retained by

the firm will have the title of “Executive Director.” The Executive Director has the authority to execute contracts on behalf of the Alliance and as approved by the Board of Directors. The Executive Director may carry out other duties specified by the Board of Directors. The salaried staff head or firm may employ and terminate the employment of members of the staff necessary to carry out the Alliance’s work. The Executive Director will attend and participate in all meetings of the Alliance’s Board of Directors and Committees except as otherwise provided by the Bylaws.

ARTICLE IX

Committees

Section 1. Executive Committee.

(a) The Executive Committee consists of the Chair, Vice Chair, Secretary and Treasurer of the Alliance. The Executive Director is invited to attend and participate in all meetings of the Executive Committee, other than executive sessions relating to his or her personal interests. The Chair serves as the chair of the Executive Committee.

(b) The Executive Committee has the authority to carry out the Alliance’s business and functions between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Illinois NFP Act, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee does not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

(c) The Executive Committee will meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee. Each Executive Committee member has one vote. Three (3) members of the Executive Committee constitute a quorum for the transaction of business at any duly-called meeting of the Executive Committee; but if less than a quorum is present at a meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the Executive Committee members present at a duly-called meeting at which a quorum is present is the act of the Executive Committee.

Section 2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which will consist of two or more Directors, which to the extent provided in the resolution will have and exercise the authority of the Board of Directors in managing the Alliance; but designating such committees and delegating authority to them does not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

Section 3. Other Committees. The Board of Directors may designate other committees not having and exercising the Board of Directors’ authority in managing the Alliance by a resolution adopted by a majority of the Directors present at a meeting at

which a quorum is present. Except as otherwise provided in the resolution, members of each such committee need not be Directors of the Alliance, and the Chair of the Alliance may appoint the committee's members, including one member as chair of the committee.

Section 4. Removal and Vacancies. Any committee member may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Alliance would be served thereby. Vacancies in the membership of any committee must be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by these Bylaws or by Board resolution, a majority of the whole committee constitutes a quorum, and the act of a majority of the committee members present and voting at a duly-called meeting at which a quorum is present is the act of the committee.

Section 6. Policies and Procedures. The Board of Directors develops and approves general policies and procedures for committee operation. All committees must report to the Board of Directors, and committee chairs must submit budget requests to the Board of Directors and receive approval prior to committing expenditures.

ARTICLE X

Indemnification of Directors and Officers

The Alliance shall indemnify all officers, directors, and committee members of the Alliance to the full extent permitted by the Illinois NFP Act and may purchase insurance for such indemnification to the full extent determined from time to time by the Board of Directors.

ARTICLE XI

Finance

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Alliance, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Alliance's name must be signed by those Alliance officers or agents that the Board of Directors has determined by resolution. In the absence of a determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the Chair of the Alliance.

Section 3. Deposits. All Alliance funds must be deposited to the credit of the Alliance in banks, trust companies, or other depositories that the Board of Directors selects.

Section 4. Bonding. The Board of Directors will provide for bonding Alliance officers and employees as it determines.

Section 5. Gifts. The Board of Directors may accept on the Alliance's behalf any contribution, gift, bequest or devise for the Alliance's general or special purposes.

Section 6. Books and Records. The Alliance will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors. The Alliance's books and accounts must be audited annually by accountants selected by the Board of Directors.

Section 7. Fiscal Year. The Board of Directors will determine the Alliance's fiscal year.

ARTICLE XII

Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII

Waiver Of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, is deemed equivalent to the giving of appropriate notice.

ARTICLE XIV

Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of a majority of the Alliance's Board of Directors.