



Bylaws of the Proprietors of the Social Law Library

**Adopted by the Proprietors on
March 25, 2009 at the Annual Meeting**

Social Law Library
John Adams Courthouse
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Boston MA 02108
www.sociallaw.com
Main Number: 617-523-0018

**BYLAWS OF THE PROPRIETORS OF
THE SOCIAL LAW LIBRARY**

Section 1. PROPRIETORS AND LIBRARY USERS

1.1 Admission. Members of the bar and other interested persons may be admitted as proprietors by vote of the trustees upon payment of such fees and subject to such terms and conditions as the trustees may establish from time to time. A proprietor may resign at any time by written notice delivered to the corporation. The right of a proprietor to the use of the Library may be suspended for a breach of these bylaws or any rule or regulation approved by the trustees.

1.2 Annual Fees. The trustees may establish from time to time annual fees for proprietors. A proprietor who fails to pay any such fee when due shall cease to be a proprietor but may be readmitted upon such terms and conditions as the trustees determine.

1.3 Subscribers. Subscribers may be admitted to the use of the Library upon payment of such annual fees and subject to such conditions as the trustees may establish from time to time.

1.4 Official Users. The persons named in Section 5 of the Act of Incorporation and such other persons holding elected or appointed public office within the Commonwealth of Massachusetts as the trustees may designate may use the Library without fee.

1.5 Other Users. Other persons may be permitted the use of the Library in accordance with such terms as the trustees may from time to time establish or for limited periods at the discretion of the executive director.

1.6 Regulation of use of the Library. All proprietors, subscribers, and other users of the Library shall observe such rules and regulations concerning the use of the Library's facilities, collections, and other resources as the trustees or the executive director may reasonably establish from time to time.

Section 2. MEETINGS OF PROPRIETORS

2.1 Place. All meetings of the proprietors shall be held at the Library, unless a different location within Massachusetts is designated by the president or the trustees.

2.2 Annual Meeting. The annual meeting of the proprietors shall be held on such date and at such time within six months after the end of the corporation's fiscal year as shall be designated from time to time by the trustees or the president and stated in the notice of the meeting. The purposes for which the annual meeting is held shall be for electing trustees and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. If the annual meeting is not held within such period, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

2.3 Special Meetings. Special meetings of the proprietors may be called by the president or the trustees. Only business within the purposes specified in the notice for the meeting may be conducted at the special meeting.

2.4 Notice of Proprietors' Meetings. All meetings of the proprietors shall be called by giving notice posted at the circulation desk of the Library and sent to the proprietors at least twenty days before the date of the meeting, stating the place, day, and hour for the meeting and its purpose. If the election of one or more trustees is a purpose of the meeting, the notice shall include the nominations made pursuant to Section 2.7(i), and shall advise that nominations made pursuant to Section 2.7(ii) within ten days after the notice of meeting and before the commencement of the meeting will be posted at the Library and placed on the Library's website at a location specified in the notice. Notices shall be mailed postpaid to the address of each proprietor as it appears in the records of the corporation, except that no notice need be mailed to a proprietor for whom the most recent mailing was returned as undeliverable,

unless the corporation has thereafter been provided an address for such mailing after the return of the undeliverable mailing.

2.5 Quorum. Fifty proprietors represented in person or by proxy shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

2.6 Voting. At all meetings, each proprietor shall have one vote. If a quorum is present at any meeting, the vote of a majority of the proprietors represented at the meeting shall decide any question brought before the meeting, except when a larger vote may be required by law or these bylaws. Proprietors may vote in person or through a proxy appointed in a writing dated not more than six months before the meeting named therein, which shall be filed with the clerk or other person authorized to tabulate votes at the meeting before being voted.

2.7 Nomination of Trustees. Nomination for election as a trustee at any meeting of the proprietors may be made only:

- (i) by or at the direction of the board of trustees; or
- (ii) by a proprietor at the meeting pursuant to written notice signed by at least twenty-five proprietors stating the name of each person to be nominated delivered to the corporation either within ten days after notice of the meeting was given or at the commencement of the meeting, whichever time occurs first.

Section 3. BOARD OF TRUSTEES

3.1 Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of trustees.

3.2 Enumeration and Qualifications. The board of trustees shall consist of the president, treasurer, and clerk, ex officio; eight trustees, each of whom shall be a proprietor, elected by the proprietors; and the Flaschner Trustee designated under Section 3.6, if any.

3.3 Election and Term. At the annual meeting, the proprietors shall elect two trustees, each for a term of four years and until his or her successor is elected and qualified.

3.4 Resignation and Removal. Trustees may resign at any time by written notice delivered to the corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time. Except as provided in Section 3.6, a trustee may be removed with or without cause by the vote of a majority of the trustees then in office or with cause by a majority vote of the proprietors then in office.

3.5 Vacancies. Except as provided in Section 3.6, any vacancy in the board of trustees may be filled by the trustees at any meeting, unless previously filled by the proprietors. Each such successor trustee shall hold office for the unexpired term and until his or her successor is chosen and qualified. The trustees shall have all their powers notwithstanding the existence of one or more vacancies in their number.

3.6 Flaschner Trustee. So long as the corporation shall be the sole member of the Franklin N. Flaschner Judicial Institute, Inc. (the "Flaschner Institute"), the Flaschner Institute shall have the right to designate one person from the board of trustees of the Flaschner Institute to serve as a trustee of the corporation (the "Flaschner Trustee"). The Flaschner Trustee shall serve at the pleasure of the Flaschner Institute and may be removed from office solely by the Flaschner Institute; provided, however, that the Flaschner Trustee may be removed for cause by a two-thirds vote of the other trustees of the corporation then in office. Any such designation or removal of the Flaschner Trustee by the Flaschner Institute shall take effect only upon the receipt by the corporation of a written notice from the Flaschner Institute stating the name of the Flaschner Trustee to serve or to be removed and further

representing that the designation or removal is a duly authorized act of the Flaschner Institute. All such notices shall be filed with the records of the meetings of the trustees. The Flaschner Trustee shall have all of the rights, powers and privileges of the other trustees, except as to the method of the Flaschner Trustee's election and removal.

Section 4. MEETINGS OF TRUSTEES

4.1 Regular Meetings. Regular meetings of the trustees may be held at such times and places within or without Massachusetts as the trustees may determine. An annual meeting of the trustees shall be held each year immediately after and at the place of the annual meeting of the proprietors.

4.2 Special Meetings. Special meetings of the trustees may be held at such times and places within or outside Massachusetts as may be called by the president or by four or more trustees.

4.3 Notice of Meetings. Notice of the time and place of an annual, regular, or special meeting shall be given to each trustee at least forty-eight hours before the meeting unless shorter notice is adequate under the circumstances. Notice need not specify the purposes of the meeting unless required by law. Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by the trustee or the trustee's duly authorized representative before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting the lack of notice to him or her before or at the commencement of the meeting.

4.4 Quorum and Action. At any meeting of the trustees, a majority of the trustees then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice. If a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, unless otherwise provided by law or these bylaws.

4.5 Action by Writing. Any action required or permitted to be taken at any meeting of the trustees may be taken without a meeting if all the trustees consent to the action in writing and the written consents are filed with the records of the meetings of the trustees. Such consents shall be treated for all purposes as a vote at a meeting.

4.6 Presence Through Communications Equipment. Unless otherwise provided by law, trustees may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5. OFFICERS

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk, executive director, and such other officers as the trustees may appoint from time to time. The president, treasurer, and clerk shall be proprietors; other officers may but need not be proprietors or trustees. One person may hold more than one office at the same time. The clerk shall be a resident of Massachusetts unless the corporation shall have duly appointed a resident agent.

5.2 Election and Term. The president, treasurer, clerk, and executive director shall be elected annually by the trustees at their annual meeting to serve until their next annual meeting and until their respective successors are elected and qualified. Other officers, if any, may be elected by the trustees at any time and shall serve at the pleasure of the trustees.

5.3 Duties. Unless otherwise determined by the trustees: the president shall when present preside at all meetings of the trustees and the proprietors; the executive director shall be the chief executive officer of the corporation and, subject to the direction of the trustees, shall have general supervision and control of its business; the treasurer shall be the chief financial officer of the corporation; the clerk shall record all proceedings of the trustees and the proprietors in books kept for that purpose; and such officers

shall have such other powers and duties as customarily belong to their offices. Other officers, if any, shall have such powers and duties as may be designated from time to time by the trustees, the chief executive officer, or the president.

5.4 Resignation, Removal, and Vacancies. Any officer may resign at any time by written notice delivered to the corporation, and such resignation shall be effective upon receipt unless stated to be effective at another time. Any officer may be removed with or without cause by vote of the trustees. Vacancies in any office may be filled by the trustees.

Section 6. COMMITTEES

6.1 Executive Committee. The trustees may elect an executive committee of at least three trustees, including the president ex officio. The executive committee shall have all of the powers of the trustees except those that by law or these bylaws may not be delegated.

6.2 Other Committees. The trustees may from time to time establish such other committees, the members of which need not be trustees or proprietors, as they deem appropriate with such powers and duties as the trustees may determine.

6.3 General. The members of any committee shall hold office at the pleasure of the trustees. Actions of committees appointed by the trustees shall be subject to review and alteration by the trustees, provided that any such action shall not affect any action taken prior thereto in reliance upon authorized committee action. Except as the trustees may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the trustees or such rule, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the conduct of business by the trustees.

Section 7. INDEMNIFICATION

7.1 Mandatory Indemnification. The corporation shall, to the extent permitted by law, indemnify each person who serves or at any time has served as a trustee or officer of the corporation or, at the request of the corporation, as a trustee, director, or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties, and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits, the proceeding was authorized by the corporation, or the proceeding seeks a declaratory judgment regarding such person's own conduct); provided that indemnification shall be provided with respect to any matter only if such person conducted himself or herself in good faith and reasonably believed that his or her conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation, and in the case of any criminal proceeding, such person had no reasonable cause to believe that the conduct was unlawful. Notwithstanding any other provision, each such person who is wholly successful, on the merits or otherwise, in the defense of any such claim or proceeding shall be indemnified by the corporation for all amounts paid as expenses, including legal fees, reasonably incurred by the person in connection with the claim or proceeding. Such person's conduct with respect to an employee benefit plan for a purpose the person reasonably believed to be in the interests of the participants in and the beneficiaries of the plan is conduct that satisfies the requirement that the conduct was at least not opposed to the best interests of the corporation.

7.2 Advance for Expenses. The corporation shall, before final disposition of a claim or proceeding, advance funds to pay for or reimburse the reasonable expenses, including legal fees, incurred by such person who is involved in or threatened by any claim or proceeding by reason of serving in the capacities described in Section 7.1, if the person delivers to the corporation: (i) a

written affirmation of the person's good faith belief that the person has met the relevant standard of conduct described in Section 7.1, and (ii) the person's written undertaking to repay any funds advanced if the person is not wholly successful on the merits or otherwise in the defense of such claim or proceeding, which undertaking may be accepted without reference to the person's financial ability to make repayment, and it is ultimately determined by the corporation or by a court of competent jurisdiction that the person has not met the relevant standard of conduct described in Section 7.1.

7.3 Determinations. The determination whether a person has met the relevant standard of conduct set forth in Section 7.1 shall be made:

(i) if there are two or more disinterested trustees, by the board of trustees by majority vote of its disinterested trustees, a majority of whom shall constitute a quorum for this purpose, or by a majority vote of a committee of two or more disinterested trustees selected for this purpose by the trustees (in which selection interested trustees may participate); or

(ii) by independent legal counsel (who may be counsel to the corporation) selected in the manner specified in clause (i) or, if there are fewer than two disinterested trustees, selected by the trustees, in which selection interested trustees may participate; or

(iii) by the disinterested proprietors; or

(iv) by the trustees if they have otherwise acted in accordance with the applicable legal standard of conduct.

7.4 Application. The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees and officers entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such person existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a trustee or officer entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee or officer may be entitled.

Section 8. NOTICE

Any required notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice. Except as provided otherwise in these by-laws, notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by facsimile, email, or other electronic transmission; or by messenger or delivery service.

Section 9. SEAL AND FISCAL YEAR

The seal of the corporation shall be in such form as the trustees may determine. The fiscal year shall commence on October 1 of each year or such other date as the trustees may determine.

Section 10. AMENDMENT

The proprietors may make, amend, or repeal the bylaws of the corporation at any meeting, the notice of which contains a statement of the proposed action. The trustees may also make, amend, or repeal the bylaws and shall give written notice of such action to the proprietors before the next meeting of proprietors. Any bylaw adopted by the trustees may be amended or repealed by the proprietors, provided that any such action shall not affect any action taken prior thereto in reliance upon bylaws adopted by the trustees.