

AMENDED CORPORATE BYLAWS OF
MICRONESIAN LEGAL SERVICES CORPORATION

Article I - Organization

Section 1. Board of Directors

The business and affairs of this Corporation shall be managed by its Board of Directors, who shall be the voting members of the Corporation, chosen as provided in these Bylaws. The Board of Directors shall have all powers necessary and proper within the law and charter of this Corporation to carry out its responsibilities.

Section 2. Election

The Board of Directors shall consist of ten (10) members. Six (6) members shall be appointed, one each, by the following legislative bodies, or their successors:

- The Kosrae State Legislature;
- The Marshall Islands Nitijela (Parliament);
- The Palau Olbiil era Kelulau (National Congress);
- The Pohnpei State Legislature;
- The Chuuk State Legislature; and
- The Yap State Legislature.

Two members shall be appointed as follows: One (1) member shall be appointed by the Bar Association of the Commonwealth of the Northern Mariana Islands, or its successor, and one (1) member shall be appointed by the Guam Bar Association.

The members of the Board appointed by the legislative bodies and by the bar associations shall appoint in turn two (2) additional members of the Board, one (1) of whom shall be an attorney. The first two (2) members of the Board appointed by the other members shall not be counted among the total number of directors for purposes of determining a quorum until the meeting of the Board next subsequent to the meeting at which they are appointed.

As of the date of these Amended Bylaws, all at-large Board positions are filled. Prospectively, a vacancy in the at-large attorney position referred to in the paragraph immediately above will be filled by appointment by one of the bar associations in MLSC's service area. The board will select the appointing bar association at such time as the at-large attorney position becomes vacant.

At least one-third of the members at all times shall be persons eligible to receive legal services from the Corporation. Upon the occurrence of any vacancy in Board membership and immediately prior to the expiration of the term of any member, the President shall determine whether appointment of a person eligible to receive legal services from the Corporation is necessary in order that one-third of the Board be composed persons and, if such appointment is necessary, shall so advise

the appropriate appointing authority. The President shall allocate the responsibility for appointment of such members fairly and equitably among the various appointing authorities.

Section 3. Length of Terms.

Each Board member duly appointed shall serve a minimum term of three (3) years, or until a successor is named and takes office. All of the members of the Board incumbent on August 12, 1971, shall serve an initial term of two (2) years. Prior to the expiration of the initial two-year term, the President shall have the members of the Board draw lots to stagger the term of the Board membership so that approximately one-third of the Board seats are subject to reappointment or reelection each year beginning in 1974. The lots shall be drawn at a Board meeting before August, 1973. The lots shall be prepared so that each incumbent draws a one, a two, or a three-year term. The terms so staggered shall commence to run on August 12, 1973. Each incumbent shall be subject to reappointment or reelection at the expiration of his term so staggered and is eligible for reappointment or reelection.

Any member who is absent from two (2) consecutive regular meetings shall be automatically terminated from membership on the Board. The President shall so notify any member whose term expires in this manner.

Section 4. Meetings.

The regular meetings of the Board of Directors shall be held quarterly, with two of the meetings in the course of the year to be in-person and two to be by electronic means, with the in-person meetings to be held at a time and place to be determined by the President, provided, however, that the President shall rotate the Board meetings among the various parts of the service area. Special meetings of the Board of Directors may be called by the President at his discretion or when requested in writing to do so by at least five (5) members of the Board of Directors. Written notice of all meetings shall be given to each member of the Board by the President, not less than twenty-four (24) and not more than fifty (50) days in advance of the meetings.

Section 5. Quorum.

The majority of the total number of directors shall constitute a quorum and a vote of the majority of the directors present at any meeting at which there is a quorum shall constitute action by the Board, unless the act of a greater number is required by law or these Bylaws. There shall be no voting by proxy. Roberts Rules of Order shall be followed at all meetings of the Board.

Section 6. Voting.

Each member of the Board shall be entitled to one vote on each matter submitted to a vote.

Section 7. Compensation.

Directors shall not receive any stated salary for their services, but may receive a fixed sum to cover expenses of attendance at meetings of the Board.

Section 8. Vacancies.

Any vacancy occurring in the Board for any reason shall be filled in the same manner as provided for the original appointment of a director to that position and the individual so appointed or elected shall serve for the remainder of the unexpired term.

Article II - Officers

Section 1. Creation of Officers.

The Corporation shall have the following officers to be chosen as prescribed in these Bylaws: President, Vice-President, and Secretary-Treasurer.

Section 2. Election and Terms of Office.

(a) The officers of Micronesia Legal Services Corporation shall be elected by the Board of Directors at the next Board meeting held after the officers have served for a period of twelve (12) months.

(b) Each officer shall hold office for a period of twelve (12) months following his election or until his successor has been elected and takes office.

Section 3. Duties of Officers.

(a) President.

The President shall be the principal executive officer of the Corporation. He shall preside at all meetings of the Board of Directors. He shall appoint all committee chairmen. He shall perform such other duties as are incident to his office or which he is instructed to perform by the Board. He shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have such other duties and authority as may be prescribed by the Board of Directors from time to time.

(b) Vice-President.

The Vice-President shall have the authority to perform the duties of the President in the event of the absence or inability of the President to act, or when requested to do so by the President. The Vice-President shall have such other duties and authority as may be prescribed by the Board of Directors from time to time.

(c) Secretary-Treasurer.

The Secretary-Treasurer shall keep an accurate record of the membership and take and preserve accurate minutes of all regular and special meetings of the Board. The Secretary-Treasurer shall be the custodian of all corporate assets and shall see that accurate and complete financial records are kept.

He shall have such other duties and authority as may be prescribed by the President or the Board of Directors from time to time. The Secretary-Treasurer shall have the authority to perform the duties of the President in the event of the absence or inability of the President or the Vice-President to act.

(d) At the request of any officer, the executive director will provide clerical and other assistance necessary to carrying out the duties and responsibilities of the officer making the request.

Section 4. Vacancies

A vacancy in any office shall be filled by action of the Board no later than at the next meeting of the Board.

Article III - Election

All officers shall be elected by the Board of Directors. Election shall be by secret ballot and a majority of the vote of those directors present and voting shall be required for election. The President and Vice-President shall be elected from the Board of Directors. The Secretary-Treasurer may be elected from among the Board members or otherwise as the Board chooses.

ARTICLE IV - Executive Director

Section 1. Executive Director.

The Board of Directors shall employ an executive director to supervise the day to day activities of Micronesian Legal Services Corporation. He shall have such qualifications as the Board of Directors determines. The executive director shall serve at the pleasure of the Board and shall have the duties and authority prescribed in these Bylaws or by resolution of the Board of Directors.

Section 2. Duties and Authority.

(a) The executive director shall be responsible to the Board of Directors. He shall maintain utmost loyalty to the Board and to the purposes of Micronesian Legal Services Corporation.

(b) The executive director shall faithfully and diligently execute his duties and shall exercise his authority prudently and wisely in the best interest of Micronesian Legal Services Corporation and those people whom the Corporation serves.

(c) The executive director shall keep the Board of Directors fully informed of the activities of the Corporation and shall inform the Board of any special problems or occurrences requiring the Board's attention or action.

(d) The executive director shall have the duty and responsibility to conduct and administer the activities of the Corporation and shall see that the Corporation properly meets any and all of its obligations.

(e) The executive director shall select, employ, supervise and may discharge the personnel of the Corporation, except that in the case of the employment or discharge of the deputy director he must obtain the approval of the Board of Directors.

(f) The executive director shall have the authority to expend funds or grants received from Legal Services Corporation or other grantors, funds received through appropriations from legislative bodies, and to expend such charitable contributions as are received by the Corporation, but shall not have authority to expend any other corporate funds without additional authorization from the Board.

(g) The executive director may sign any bonds, contracts, or other instruments or agreements on behalf of the Corporation in furtherance of the purposes of the Corporation.

(h) The executive director shall have such other authority and duties as prescribed by the Board of Directors from time to time.

ARTICLE V - Committees

Section 1. Committees of Directors.

The Board of Directors, by resolution, may designate one or more committees, each of which shall consist of one or more directors.

Section 2. Authority of Committees of Directors. Any committees of the Board of Directors shall have and exercise the authority of the Board of Directors to the extent provided in the resolution creating the committee.

Section 3. Responsibility of Board of Directors. The designation of any Board committees and the delegation of authority thereto shall not relieve the Board of Directors of any responsibility imposed upon it by law or these Bylaws.

Section 4. Terms of Committees.

Terms of all committees or individual members therefor shall be at the pleasure of the Board.

Article VI - Offices

Section 1. Principal Office.

The principal office of Micronesia Legal Services Corporation shall be located in Saipan.

Section 2. Program Offices.

The Corporation shall locate and maintain program offices in each of the eight (8) areas where the appointing authorities are located.

Section 3. Other Offices.

The Corporation may locate and maintain other offices, mobile office units, part-time offices or any other facilities

in furtherance of its purposes, by resolution of the Board of Directors.

Article VII - Contracts, Fiscal
Matters, and Recordkeeping.

Section 1. Contracts and other Instruments.

The Board of Directors may authorize any officer, the executive director, or any agent of the Corporation, in addition to the officers and program director so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specific.

Section 2. Fiscal Matters.

All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation, shall be signed and countersigned by such officers or employees of the Corporation as determined by a resolution of the Board of Directors.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 3. Recordkeeping.

The Corporation shall keep adequate, correct and complete records and accounts, including property, personnel and

financial records, to assure a proper accounting for all corporate funds.

The Corporation shall keep accurate and complete minutes of all meetings of the Board of Directors. The Corporation shall keep appropriate records of its activities and the activities of its personnel in order to permit an evaluation of its effectiveness. The executive director shall establish and maintain an adequate recordkeeping system for the cases handled by the attorneys and counselors employed by the Corporation. The system established shall provide for the complete recording of matters relating to each case and for safekeeping of the materials, papers, or documents of each client.

No records, papers, documents or other materials belonging to any client shall be delivered or disclosed to any person other than the client without that client's prior written approval.

Article VIII - Miscellaneous Provisions

Section 1. Waiver of Notice.

Whenever any notice is required to be given by law, by the Article of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice shall be deemed equivalent to such notice.

Section 2. Amendments.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors, if written notice is given of the intention to alter, amend, repeal or adopt new Bylaws at least twenty-four (24), but not more than fifty (50) days prior to the meeting.

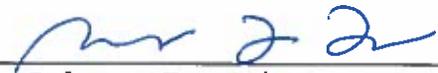
* * * * *

I hereby certify that the Board of Directors of Micronesian Legal Services Corporation duly adopted these **Amended Corporate Bylaws of Micronesian Legal Services Corporation** at its Board Meeting held in Guam on December 13, 2018. A quorum of the Board was present and adopted the Amended Bylaws by a unanimous vote.

Dated: _____

Robert Ruecho'
President, Board of Directors
Micronesian Legal Services Corporation

Dated: 11/29/19



Robert Tenorio Torres
Secretary-Treasurer
Micronesian Legal Services Corporation