

**CORPORATE
BYLAWS
OF
PROFESSIONAL DEVELOPMENT CONSORTIUM, INC.
(A Delaware Corporation)
(Revised January 2016)**

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of
PROFESSIONAL DEVELOPMENT CONSORTIUM, INC.

ARTICLE I

Members

Section 1. Election and Qualification. The membership of the Corporation shall be open to the following individuals:

A. Law firm and in-house professionals devoting the majority of their time to developing and managing various professional development functions¹;

B. Government professionals devoting a significant amount of their time to developing and managing various professional development functions².

C. Law school professionals devoting the majority of their time to developing the professional and practice-oriented skills of future lawyers (e.g., through externships, career development, “bridge the gap” programs, curriculum reform and other similar programs as defined by the membership committee). This does not include general career placement professionals;

¹ These professional development functions include the following responsibilities and activities: curriculum design, orientation programming, lateral integration, workflow management and utilization processes, performance management processes, mentoring and coaching, strategic talent management and development, career development planning, career path design, CLE, retention strategies and programs, outplacement management, leadership development and succession planning, secondment management, knowledge management, and other programming or activities that support lawyer education, development, and advancement.

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D. Practicing attorneys and C-level officers (e.g., Partners in charge of Professional Development, Chief Talent Officers, Chief Human Resources Officers, Chief Learning Officers, and the like) who have oversight of and devote a significant amount of their time to attorneys' professional development;

E. Members who leave or have left their qualifying role or position and do not have another role or position that would qualify them for membership, do not work as a consultant or vendor, and who wish to remain connected with the professional development community.

F. Such other individuals as the Board deems appropriate for membership by action of the Board or pursuant to its policy manual

All policies regarding membership adopted by the Board shall be published in the Policy Manual of the Board of Directors, as provided by Article VI.

Section 2. Dues. Members shall be required to pay annual dues to the Corporation in an amount determined by the Board of Directors from time to time.

Section 3. Meetings of Members. There shall be an annual meeting of members, for the election of directors and the conduct of such other business as may come before the meeting, to be held simultaneously with the Corporation's summer conference. Special meetings of members may be called at any time by the Chair or the Board. A meeting of members shall be held at the time and place set forth in the notice of meeting.

Section 4. Notice of Meetings. Notice of each meeting of members shall be given to each member not less than ten (10) nor more than sixty (60) days before the meeting. Such notice shall set forth the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes of the meeting.

Section 5. Quorum and Vote. Except as otherwise required by applicable law or these Bylaws, one-third of the members must be present, to constitute a quorum for the transaction of all business at meetings of members. The act of a majority of the members present at any meeting shall be the act of the members, except that directors shall be elected by a plurality of the votes of the members present in person.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of members may be taken without a meeting, without prior notice, if consents in writing, setting forth the action so taken, shall be signed by the minimum number of members which would be required to take such action at a meeting at which all members were present and voted and shall be delivered to the Corporation by hand, by transmission to an officer of the Corporation by email, or by certified or registered mail, return receipt requested, to the Corporation, its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which meetings of members are recorded. Prompt notice of such action shall be given to those members who have not consented in writing.

ARTICLE II

Board of Directors

Section 1. Number and Qualification. The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). There shall be an odd number of directors; not less than 9 and not more than 11.

There shall be three classes of directors consisting of three - four directors. The terms of office of the members of each class shall be two years. At each annual meeting, the terms of office of one class of directors shall expire and the successors to those directors shall be elected by the

members to hold office, from the date of such annual meeting, for a regular term of two years and until their successors are elected. No appointed or elected director may serve for more than 7 consecutive years unless elected to an officer position. After serving seven consecutive years directors shall not be eligible for reappointment or reelection to the Board of Directors until the expiration of two years from the last term served.

Section 2. Vacancies. Any vacancy or vacancies created by the death, resignation or incapacity to act of any director before the expiration of such director's term, or by the creation of one or more new directorships, may be filled at any meeting of the Board by a majority of the directors then in office. A director elected to fill a vacancy shall complete the term of the directorship to which she/he was elected.

Section 3. Resignation and Removal. Any director may resign by a notice in writing to the Chair. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any director may be removed at any time for or without cause by the vote of a majority of the members.

Section 4. Meetings of the Board. An annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of members. No notice need be given of the annual meeting. The Chair or any member of the Board may call a special meeting of the Board on not less than three (3) days' notice, given by mail, electronic mail, or telephone. All meetings of the Board shall be held at such place as shall be designated in the notice of the meeting.

Section 5. Quorum and Vote. A simple majority of the members of the Board of Directors, present in person, shall constitute a quorum for the transaction of business at meetings of the Board and, except as otherwise required by applicable law or these Bylaws, all matters shall be

decided by the vote of a majority of the directors present; but in the absence of a quorum those present at the time and place set for a meeting of the Board may take an adjournment from time to time, without further notice, until a quorum shall be present.

Section 6. Participation by Telephone. Any one or more members of the Board of Directors or of a committee thereof may participate in a meeting of the Board or the committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board or the committee consent in writing, either via mail or electronic mail, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

ARTICLE III

Officers

Section 1. Election and Qualification. The Corporation shall have the following officers: Chair, Vice Chair, Immediate Past- Chair, and Treasurer. In addition the Board may at any meeting by resolution elect and define the duties of such other officers as it may from time to time determine. At its annual meeting, or at any adjournment thereof, the Board of Directors shall elect the following officers: a Vice Chair, a Treasurer. Any person elected to the position of Vice Chair shall serve as Vice Chair for two years, then shall serve as Chair for two years, and then as

Past Chair for two years. Any office not filled at the annual meeting or adjournment thereof may be filled by the Board at any meeting. A vacancy in any office may be filled by the Board at any meeting. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified.

Section 2. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the Chair. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective. Any officer may be removed at any time for or without cause by the vote of the directors.

Section 3. Chair. It shall be the duty of the Chair to preside at all business meetings of the Corporation and at all meetings of the Board of Directors, to appoint Committees not otherwise provided for in these By-Laws; and to perform such other duties as may be required to promote the objectives of the Association.

Section 4. Vice Chair. The Vice Chair shall perform the official duties of the Chair in the event of the Chair's absence or inability to perform his or her duties. Should the office of Chair become vacant, the Vice Chair shall immediately become Chair for the unexpired term of the office.

Section 5. Treasurer. The Treasurer, subject to such policies as may, from time to time, be made by the Board of Directors, shall be responsible for seeing that proper books are kept; showing at all times the amount of property and funds belonging to the Corporation. At the Board Meeting immediately following the end of the Corporation's fiscal year, the Treasurer shall present an account showing in detail the receipts of all property and money belonging to the Corporation and all disbursements made.

Section 6. Immediate Past Chair. The Immediate Past Chair shall serve as the chair of the Nominating Committee.

ARTICLE IV

Association Management Services

Section 1. Association Management Services

Notwithstanding any other provision, the Board may approve a contract for association management services under which the Executive Director and other staff are employees of an association management company, except that any such contract shall have provisions requiring that the selection of a person to serve as the Corporation's chief staff officer is subject to the approval of the Board. If the Corporation has entered into a contract for association management services, staff of the association management company may perform the same roles as employees of the Corporation. The salaries, compensation, and benefits of the chief staff officer and all other employees, if a contract for association management services is approved by the Board, may be determined by the association management company, not the Board. Furthermore, any expenses of the chief staff officer, including the cost of bonding, shall no longer be an Corporate responsibility, except as may be required by a contract with such association management services provider.

ARTICLE V

Committees

Section 1. Committees. There shall be 3 standing committees: Nominating, Finance and Membership. As provided in the Corporation's Policy Manual the board may establish other committees in addition to the standing committees.

Section 2. Nominating Committee. The Nominating Committee shall recruit and review nominees for the directors of the Corporation. The Nominating Committee shall submit all nominees, who meet any required qualifications, to the Board of Directors for vote at the Spring meeting. The Nominating Committee shall also present a recommended slate for Board affirmation at that meeting.

Section 3. Membership Committee. The Membership Committee - The membership committee, which shall consist of a Chairperson and members appointed by the Corporation Chair, shall promote and develop membership in the Corporation including the recruitment of new members and the retention of existing members.

Section 4. Finance Committee. The Finance Committee - The Finance Committee shall be responsible for investigating and evaluating methods of financing the operation of the Corporation, investing the funds of the Corporation, and shall report to the Board of Directors as directed. The Treasurer shall serve as chair of the Finance Committee and the Chair, Chair-Elect, and others as appointed by the Chair shall be members of the Finance Committee. In addition, the Finance Committee shall be responsible for overseeing the annual audit of the Corporation's financial position.

ARTICLE VI

Policies of the Board

Section 1. Policies. The Board of Directors may adopt policies on behalf of the Corporation to facilitate the operation of the Corporation and to provide direction and guidance to the chief staff officer Director and staff of the Corporation in exercising their duties.

Section 2. Board Approval of Policies. Board policies may be adopted, amended, or repealed by a majority vote of the board. All proposals to adopt, amend, suspend or repeal board policies must be in writing. Policy proposals may be considered by the board at any regular business or special meeting.

Section 3. Absence of Policy. In the absence of specific board policy the chief staff officer and staff are to use reasonable and prudent judgment in exercising their duties.

Section 4. Effect of Board Policies. Board policies are binding on the chief staff officer and staff of the Corporation and remain binding until such policy is superseded or amended by new Board policy or until repealed by the Board.

Section 5. Effective Date of Policies. A board policy, which is adopted, amended or repealed in the method described above, shall become effective immediately, unless a later effective date is contained in the language of the policy.

Section 6. Policy Manual. To ensure that the Board of Directors, the membership of the Corporation, the chief staff officer and staff are aware of all adopted board policies, such policies shall be maintained in a Policy Manual at the Corporation office and a copy of the Policy Manual of the Board of Directors shall be provided to every board member.

ARTICLE VII

Indemnification of Directors and Officers

Section 1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a

director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 3, below, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

Section 2. Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

Section 3. Claims. If a claim for indemnification or advancement of expenses under this Article VII is not paid in full within 30 days after a written claim therefore by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. Nonexclusively of Rights. The rights conferred on any Covered Person by this Article VII shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of the Corporation's Certificate of Incorporation, these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 5. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

Section 6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protections hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7. Other Indemnification and Prepayment of Expenses. This Article VII shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than the Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of applicable law, or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. Attendance by a person at a meeting of the board of Directors in person, or at a meeting of members in person or by proxy,

shall be deemed a waiver of notice of such meeting, unless such appearance is for the sole purpose of objecting to the meeting

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall end on December 31.

ARTICLE X

Amendments

These Bylaws may be amended or repealed (i) at any meeting of members by the affirmative vote of a majority of the members, or (ii) at any meeting of the Board of Directors, by affirmative vote of the directors then in office; provided, however, that written notice of the proposed amendment or repeal has been contained in the notice of the meeting.