

CONSTITUTION

Article I

NAME, EXISTENCE, OBJECTS AND PURPOSES

Section 1. *Name.* The name of this corporation shall be

"ASSOCIATION OF THE BAR
OF THE CITY OF NEW YORK FUND, INC."

Section 2. *Existence.* The existence of this corporation shall be perpetual.

Section 3. *Objects and Purposes.* The objects and purposes of this corporation shall be:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes hereinafter set forth, any property, real, personal or mixed, or any undivided interest therein without limitation as to amount or value, to convey, sell or otherwise dispose of such property, and to invest, reinvest, and deal with the same in such manner as in the judgment of the directors will best promote the purpose of the corporation, subject to such limitations, if any, as are or may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds;

(b) To apply its income and, if the corporation so decides, all of any part of its principal, to the use of The Association of the Bar of the City of New York for the following educational, literary, scientific and charitable purposes or any of them:

(1) To facilitate and improve the administration of justice;

(2) To facilitate the cultivation and diffusion of knowledge and understanding of the law and the promotion of the study of the law and the science of jurisprudence and research therein, through the maintenance of a law library, and the publication of addresses, essays, treatises, reports and other literary works by students and teachers of law;

(3) To provide for the acquisition, preservation and exhibition of rare books and documents, sculptures, paintings, and other objects of art and historical interest relating to the law, the courts and the legal profession;

PROVIDED, HOWEVER, that no part of the net income of the corporation shall inure to the benefit of any private member or individual and that the corporation shall not engage, nor shall any of its funds, property or income be used, in carrying on propaganda or otherwise attempting to influence legislation.

Article II

MEMBERS

The persons who are members of the Executive Committee of The Association of the Bar of the City of New York (hereafter called "Association"), on the date on which this Constitution takes effect, and all persons thereafter becoming members of the Executive Committee of said Association, whether by election or *ex officio*, and shall be, and by the fact of their being such members, without any action of this corporation, shall become members of this corporation. Any person who ceases to be a member of the Executive Committee of said Association shall at the same time cease to be a member of this corporation and shall have no further right, title and interest in or to this corporation or its property.

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Article III

PROPERTY AND INVESTMENTS

Section 1. *Property.* All property, whether real, personal or mixed, received by the corporation by bequest, devise, gift, grant or otherwise, unless otherwise specified in the terms of such bequest, devise, gift, grant, or other instrument, shall be held by the corporation or disposed of by it on such terms and conditions, not inconsistent with Article I, Section 3, as the directors shall determine.

Section 2. *Investments.* Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous, whether or not the investments are of the character which would be required by law for similar funds if held by trustees.

Article IV

DIRECTORS AND COMMITTEES

Section 1. *Directors.* The affairs of the corporation shall be managed by a Board of thirty-two (32) Directors. Two directors shall be the President and Treasurer of The Association of the Bar of the City of New York, serving *ex officio*. The remaining thirty (30) Directors shall be elected by the members in the manner provided in the By-Laws.

Section 2. *Committees of The Board.* The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint one or more committees which, in the intervals between meetings of the Board of Directors and to the extent provided by the By-Laws, or by resolution of the Board of Directors, from time to time, shall exercise all or any powers of the Board of Directors in the management of the property and affairs of the corporation, in so far as such powers may be lawfully delegated.

The majority of the members of every committee created hereunder shall at all times be members of the Board of Directors.

Section 3. *Other Committees.* The Board of Directors may also appoint, from time to time, such other committees as the proper handling of the affairs and the attainment of the objects and purposes of the corporation may require, and may define their duties and prescribe their powers. Any such committee may be composed either wholly or in part of persons who are not members of the Board of Directors of the corporation.

Section 4. *Compensation.* No member, director or officer of the corporation, or member of a committee, shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services in effecting one or more purposes of the corporation.

Article V

BY-LAWS

The corporation may adopt By-Laws not inconsistent with this Constitution, for the management of its property and the conduct of its corporate affairs.

Article VI

AMENDMENT BY MEMBERS

Section 1. The Constitution may be amended in any manner not inconsistent with the objects and purposes set forth in Article I, Section 3 hereof, (1) by the vote of a majority of the members given at a meeting called for the purpose upon ten days' written notice mailed to each member, or (2) without a meeting, by an instrument in writing signed by all of the members.