

BY-LAWS
OF
MONTANA FEDERAL DEFENDER PROJECT INC.

ARTICLE I
Principal Office

The principal office for the transaction of business of the corporation is hereby fixed and located at the administration offices of the State Bar of Montana, Helena, Montana. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the said State.

ARTICLE II
Seal

The corporation shall have a common seal consisting of two concentric circles with the words, "Montana Federal Defender Project, Inc." together with the date of the incorporation of this corporation.

ARTICLE III
Membership

The corporation shall have no members.

ARTICLE IV
Board of Directors

Section 1. Number of Directors.

The Board of Directors shall consist of seven (7) Directors. A majority of the Board shall constitute a quorum for the transaction of business. The Board of Directors shall be appointed by the President of the State Bar of Montana, who shall be termed the "Appointing Authority" herein.

Section 2. Powers of Directors.

All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.
- b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.
- c) To change the principal office for the transaction of the business of the corporation from one location to another within the same state; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Montana; to designate any place within or without the State of Montana for the holding of any Directors' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3. Election and Term of Office.

Each director shall serve a term of three (3) years, beginning on October 1 of each year, and in order to provide and insure a continuity of experience, the terms of office of the Directors shall be staggered in the following manner: Of the original seven (7) directors, three (3) shall be elected for a term of three (3) years; two (2) shall be elected for a term of two (2) years and two (2) shall be elected for a term of one (1) year.

Section 4. Vacancies.

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the appointing authority.

Section 5. Place of Meetings.

The annual organizational meeting and regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be called and held either at a place so designated or at the principal office.

Section 6. Annual Organizational Meeting.

In September of each year, the Directors shall hold an annual organizational meeting at which officers shall be elected, and such other business as may properly come before the meeting shall be transacted. Notice of the annual organizational meeting shall be given to the Directors in the manner provided for special meetings of the Board of Directors.

Section 7. Meetings of Directors.

Meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by any two Directors. Special meetings of the Board shall be held upon seven (7) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or electronically.

Section 8. Waiver of Notice; Consents and Approvals.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Adjournment.

In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 10. Removal.

A director may be removed from office with or without cause by the vote of a majority of the Directors then holding office, with the concurrence of the appointing authority.

Section 11. Compensation.

The Directors shall receive no compensation for their services as such.

ARTICLE V Officers

Section 1. Officers.

The officers of this corporation shall be a president, vice president, secretary and treasurer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the president, may hold more than one of the offices. Officers other than the president need not be members of the Board of Directors.

Section 2. Election.

The Board of Directors shall elect all officers of the corporation for terms of one (1) year, or until their successors are elected and qualified.

Section 3. Vacancies.

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. President.

Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President.

In the absence or disability of the president, the vice president shall perform all the duties of the president, and in so acting shall have all the powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary.

The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office of as prescribed by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.

Section 7. Treasurer.

The treasurer shall receive and safely keep all funds of the corporation and deposit the same (other than funds invested or reinvested as otherwise authorized by these By-Laws or by the Board of Directors) in such bank or banks as may be designated by name or class by the Board of Directors. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.

ARTICLE VI Committees

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by the majority of the Directors then in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Appointments to committees which have the authority of the Board of Directors shall be made by a vote of the majority of Directors then in office.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The president of the corporation shall appoint the members of such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in his, her or their judgment the best interests of the corporation shall be

served by such removal.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual organizational meeting of the Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson.

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation. The organization shall comply with requirements of the Administrative Office of the United States Courts.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select by name or by class.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

Section 5. Books and Records.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, or a Director's agent or attorney, for any proper purpose at any reasonable time. The appointing authority has the right to inspect the books at any time. The corporation shall promptly file all tax returns required by the United States or the State of Montana.

ARTICLE VIII Amendments of By-Laws

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting.

ARTICLE IX Operating Plan

The corporation shall establish and maintain a staff of attorneys and serve as the

Community Defender Organization for the United States District Court for the District of Montana, in accordance with the Plan adopted by the by the Judges of that court and approved by the Judicial Council of the Ninth Circuit, pursuant to the Criminal Justice Act of 1964, as amended.

ARTICLE X
Miscellaneous

The president, or any vice president, and the secretary, or any such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

I do hereby certify that I am the Secretary of the Montana Federal Defender Project, Inc., a Montana corporation, and that the foregoing By-Laws were duly adopted at a meeting of the Board of Directors, of said corporation held on ~~October-21~~, 1991.
September

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 12th day of October, 1991.


JAMES T. HARRISON, JR.

(SEAL)

FILED

SEP 05 1991

SECRETARY OF STATE

ARTICLES OF INCORPORATION

T.S.
P.D. #2000

1. The name of the corporation is: MONTANA FEDERAL DEFENDER PROJECT, INC.
2. The period of duration is perpetual.
3. (a) The primary and specific purpose for which this corporation is formed is to implement the aims and purposes of the Criminal Justice Act of 1964, 18 U.S.C. §3006A, as amended, and, pursuant thereto, to operate and administer one or more defender assistance offices to provide assistance to the indigent accused in federal trial courts and courts of appeal; to provide assistance, as assigned by a district court judge or magistrate judge of the United States District Court for the District of Montana, to the indigent in death penalty *habeas corpus* proceedings filed pursuant to 28 U.S.C. §2254; and to provide educational programs for law students and qualified attorneys in order to advance the administration of criminal justice.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes, in accordance with tax-exempt organizations as set forth under the Internal Revenue Code, 26 U.S.C. §501.

(c) This corporation is organized pursuant to the Montana Non-Profit Corporation Act, §§35-2-101, *et seq.*, MCA, and shall have and exercise all rights and powers conferred on corporations organized thereunder, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of the purposes as set forth in subparagraphs (a) and (b) of this paragraph.

(d) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
4. No part of the income, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any member, officer or director of this corporation, and upon liquidation or dissolution all funds, properties and/or assets of this corporation, remaining after paying or providing for all debts and obligations, derived from sources from, within or under the auspices of the United States shall be distributed and paid over to the Administrative Office of the United States Courts for the benefit and use of the United States of America; and all funds, properties and assets of this corporation, remaining after paying or providing for all debts and obligations, derived from gifts, bequests, endowments, or the like, shall be distributed and paid over to the State Bar of Montana for the benefit and use of the State Bar of Montana.
5. The initial registered office of this corporation shall be at 46 North Last Chance Gulch, P.O. Box 577, Helena, Montana 59624, and its initial registered agent at such address shall be George L. Bousliman.
6. There are seven directors constituting the initial Board of Directors, as set forth below:

Helena Maclay
Attorney at Law
P.O. Box 8957
Missoula, MT 59807-8957

James D. Walen
Attorney at Law
P.O. Box 7157
Billings, MT 59103-7157

Donald E. White
Attorney at Law
1800 West Koch, #9
Bozeman, MT 59715

Leonard J. Haxby
Attorney at Law
P.O. Box 3008
Butte, MT 59702-3008

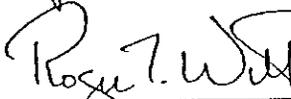
Judith Bartram
Attorney at Law
P.O. Box 2269
Great Falls, MT 59403-2269

James T. Harrison, Jr.
Attorney at Law
2225 Eleventh Avenue, #21
Helena, MT 59601

James W. Johnson
Attorney at Law
P.O. Box 3038
Kalispell, MT 59903

7. The incorporator of this corporation is Roger T. Witt, Ugrin, Alexander, Zadick & Slovak, P.C., #2 Railroad Square, P.O. Box 1746, Great Falls, Montana 59403.

IN WITNESS WHEREOF, for the purposes of forming this non-profit corporation under the laws of the State of Montana, and in accordance with the provisions of the Internal Revenue Code, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 4th day of September, 1991.

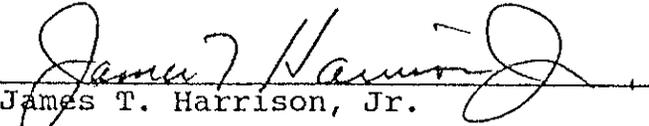


ROGER T. WITT

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of THE FEDERAL DEFENDERS OF MONTANA, INC., a Montana non-profit corporation, and that the attached is a copy of the Bylaws of the corporation as duly adopted at a meeting of its Board of Directors held on the 21st day of September, 1991.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9th day of October, 1992.


James T. Harrison, Jr.

SECRETARY OF STATE

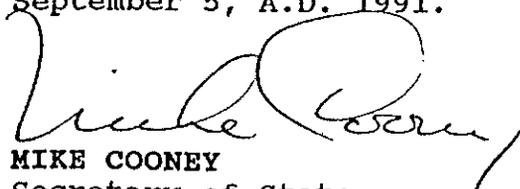
STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, MIKE COONEY, Secretary of State of the State of Montana, do hereby certify that the Articles of Incorporation for the incorporation of MONTANA FEDERAL DEFENDER PROJECT, INC., a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-203, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, MIKE COONEY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to MONTANA FEDERAL DEFENDER PROJECT, INC., a Montana nonprofit corporation, and attach hereto a copy of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this September 5, A.D. 1991.


MIKE COONEY
Secretary of State



RECEIVED

MAR 31 1995

FEDERAL DEFENDERS
OF MONTANA**AMENDED BY-LAWS**

BE IT RESOLVED that the By-Laws of the Federal Defenders of Montana be modified to read as follows:

ARTICLE I
Principal Office

The principal office for the transaction of business of the corporation is hereby fixed and located at the offices of the Federal Defenders of Montana, Great Falls, Montana. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the State.

ARTICLE II
Seal

The corporation shall have a common seal consisting of two concentric circles with the words "The Federal Defenders of Montana, Inc."

ARTICLE IV
Board of Directors**Section 1. Number of Directors.**

The Board of Directors shall consist of seven (7) Directors. A majority of the Board shall constitute a quorum for the transaction of business.

Section 2. Powers of Directors.

All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

c) To change the principal office for the transaction of the business of the corporation from one location to another within the same state: to fix and locate from time to time one or more subsidiary officers of the corporation within or without the State

of Montana; to designate any place within or without the State of Montana for the holding of any Directors' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefor.

e) To appoint directors as vacancies arise.

Section 4. Vacancies.

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining directors at any duly noticed meeting of the Board of Directors, even if the number of directors present is not sufficient to constitute a quorum.

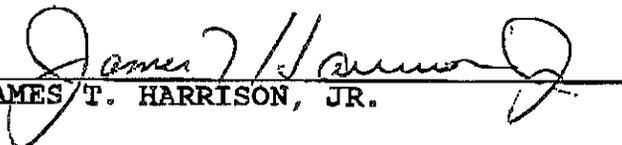
Section 10. Removal.

A director may be removed from office with or without cause by the vote of a majority of the directors then holding office.

All references in the By-Laws to "Montana Federal Defender Project, Inc." are hereby changed to refer to The Federal Defenders of Montana, Inc. Except as modified, the By-Laws of the corporation are hereby ratified and approved.

I do hereby certify that I am the Secretary of The Federal Defenders of Montana, Inc., a Montana corporation, and that the foregoing By-Laws and amendments thereto were duly adopted by mail ballot by the Board of Directors of the said corporation effective March 13, 1995.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of the corporation this 29th day of March, 1995.



JAMES T. HARRISON, JR.

FILED

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ARTICLES OF AMENDMENT

OF

320872

MONTANA FEDERAL DEFENDER PROJECT, INC.

SECRETARY OF STATE

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The undersigned, being the President and Secretary of the Montana Federal Defender Project, Inc., a Montana non-profit corporation, do hereby adopt, execute and acknowledge the following Articles of Amendment for said corporation:

The name of the corporation is hereby amended from the Montana Federal Defender Project, Inc. to The Federal Defenders of Montana, Inc.

The amendment was adopted effective October 9, 1992, and has been unanimously approved by resolution of the directors of the corporation. The corporation has no members and approval of the amendment by members is not required.

Helena S. Maclay

Helena S. Maclay
President

ATTEST:

James T. Harrison, Jr.

James T. Harrison, Jr.
Secretary

SECRETARY OF STATE

STATE OF MONTANA

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

I, MIKE COONEY, Secretary of State of the State of Montana, do hereby certify that the Articles of Amendment to the Articles of Incorporation of MONTANA FEDERAL DEFENDER PROJECT, INC., a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-225, Montana Code Annotated, has been received in my office and conforms to law.

NOW, THEREFORE, I, MIKE COONEY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of MONTANA FEDERAL DEFENDER PROJECT, INC. changing its name to THE FEDERAL DEFENDERS OF MONTANA, INC., a Montana nonprofit corporation, and attach hereto a copy of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this November 9, A.D. 1992.



Mike Cooney
MIKE COONEY
Secretary of State