

The Fellows of the
American Bar Foundation

BYLAWS

ARTICLE I Name and Purposes

Section 1.01. Name.

The name of this organization is "The Fellows of the American Bar Foundation" ("The Fellows").

Section 1.02. Purposes.

The purpose of The Fellows is to support the program of the American Bar Foundation ("Foundation") and to contribute to the attainment of the objectives for which the Foundation was organized, including: the study, improvement, and facilitation of the administration of justice and the rule of law; the promotion of the study of law and research thereon; the continuing education of lawyers and judges; the publication and distribution of addresses, reports, treatises, and other works on legal subjects; the maintenance of a law library and research center; and the promotion of suitable standards of legal education.

ARTICLE II Privileges of Fellows

Section 2.01. Distinction and Honor.

Election as a State Fellow, Fellow-At-Large or International Fellow, each as defined below, is evidence of professional distinction and constitutes a professional honor. Each Fellow shall be privileged to participate in the activities of The Fellows.

Section 2.02. Privileges.

Each Fellow shall receive a copy of the Annual Report of the Foundation and shall enjoy such other privileges as may from time to time be accorded by the Foundation. A Fellow may at any time recommend new programs or research projects for consideration by the Foundation.

ARTICLE III The Fellows

Section 3.01. Generally.

There shall be five (5) categories of Fellows as provided in Section 3.02. As used in these bylaws, the term "Fellows" shall mean any person who is a Fellow in any one of those categories. Fellows are elected by the Board of Directors of the Foundation upon recommendation and/or nomination of the officers of The Fellows.

Section 3.02. Categories and Goals of Fellows.

A. State Fellows.

1. Defined. State Fellows, at the time of the election to State Fellows, shall be members in good standing of the American Bar Association ("ABA") (or of an ABA Affiliate, as defined in Section 3.03, within the Pilot Period, also as defined in Section 3.03), and in good standing to practice law in the jurisdiction in which they are admitted to practice law. State Fellows shall be elected to membership in The Fellows by nomination from any of the 50 states, District of Columbia, Guam, Commonwealth of the Northern Mariana Islands, Puerto Rico, and United States Virgin Islands, each of which shall constitute a jurisdiction.

2. Goal. The number of State Fellows in each jurisdiction shall not exceed one percent (1%) of the lawyer population (as defined below) of such jurisdiction, as certified by the agency having responsibility for the registration and licensing of lawyers, or in the absence of such agency, as certified by the state or jurisdictional bar association for that jurisdiction except that there shall be allocated to each jurisdiction, except Guam and Commonwealth of Northern Mariana Islands, a minimum of fifteen (15) State Fellows and to each of Guam and the Commonwealth of Northern Mariana Islands, a minimum of five (5) State Fellows. The goal of State Fellows for each jurisdiction shall be adjusted at intervals of not more than three (3) years to conform to the lawyer population of each jurisdiction. Life Fellows are not included in the number of State Fellows. The term "lawyer population" for purposes of determining goals only, shall mean only those persons who are active members in good standing and qualified to practice law on a full-time basis in the jurisdiction in which they are admitted to practice law and shall not include either inactive lawyers or lawyers who are admitted pro hac vice to practice in that jurisdiction.

B. Fellows-At-Large.

1. Defined. Fellows-At-Large shall be any of the following: (a) a State Fellow who has transferred out of his or her state of original jurisdiction or out of the United States and has relinquished his or her affiliation to such original jurisdiction and has not yet gained a new state affiliation; (b) a person who, at the time of his or her election as a Fellow-At-Large, is a member in good standing of the ABA (or of an ABA Affiliate within the Pilot Period), and in good standing to practice law in the state jurisdiction in which he or she is admitted to practice law, but not residing in that state jurisdiction at the time of nomination and election as a Fellow-At-Large; (c) a person who, at the time of his or her election as a Fellow-At-Large, is qualified to be a State Fellow in the jurisdiction in which he or she resides, but whose jurisdiction has filled its goal of State Fellows at the time of nomination and election; or (d) any person who (i) is a member in good standing of the ABA and in good standing to practice law in the jurisdiction in which he or she is admitted to practice law and (ii) is nominated by unanimous vote of the officers of The Fellows as a Fellow-At-Large and thereafter elected as a Fellow-At-Large by the Board of Directors of the Foundation.

2. Goal. The number of Fellows-At-Large at any one time is limited to four hundred (400). Life Fellows are not included in the number of Fellows-At-Large.

C. International Fellows.

1. Defined. International Fellows, at the time of the election to International Fellows, shall be members in good standing of the ABA as International Law Associates (or of an ABA Affiliate within the Pilot Period) and in good standing to practice law in the foreign jurisdiction in which they are admitted to practice law.

2. Goal. The number of International Fellows at any one time is limited to nine hundred (900). Life Fellows are not included in the number of International Fellows.

D. Life Fellows.

1. Defined. A Life Fellow shall be any Fellow who has graduated to the status of Life Fellow from the status of State Fellow, Fellow-At-Large or International Fellow as provided in Sections 5.02 and 5.03 hereof.

2. Goal. There is no goal for Life Fellows.

E. Honorary Fellows.

1. Defined. The Board of Directors of the Foundation may, at any time, after nomination from the officers of The Fellows, elect a person from the legal or judicial profession to the status of Honorary Fellow.

2. Annual Goal. A maximum of two (2) persons may be elected annually as Honorary Fellows. Of those persons, one may be from a nation other than the United States of America. Other than the annual maximum of two (2) persons, there is no goal for Honorary Fellows.

Section 3.03 One-Year Pilot Period to Recruit ABA Affiliate Fellows

During the period of September 1, 2026 through August 31, 2027 ("Pilot Period"), a person who, at the time of the person's election as a Fellow, is not a member in good standing of the ABA but is a member in good standing of a national legal organization affiliated with the ABA and represented in the ABA House of Delegates ("ABA Affiliate") and meets the other requirements set forth in these Bylaws, shall qualify for election as a State Fellow, Fellow-At-Large, or International Fellow. All Fellows elected during the Pilot Period shall remain Fellows following the Pilot Period, subject to the terms of the Bylaws.

ARTICLE IV Selection and Qualifications of Fellows

Section 4.01. General Qualifications.

Each Fellow must be recognized as a person of outstanding achievement and of high character in the jurisdiction or nation in which such Fellow practices or is entitled to practice as a lawyer, judge, teacher, or legal scholar.

State Fellows, Fellows-At-Large, and Honorary Fellows who are citizens of the United States, must have demonstrated their dedication to (a) the objectives of the ABA (or of an ABA Affiliate within the Pilot Period) as set out in its Constitution, (b) upholding and defending the Constitution of the United States, (c) maintaining the ideals of representative government and the rule of law, (d) advancing the science of jurispru-

dence, (e) promoting the administration of justice and uniformity of legislation and judicial decisions throughout the United States, (f) upholding the honor of the judicial and legal professions, and (g) applying knowledge and experience in the field of law to the promotion of public good.

International Fellows and Honorary Fellows who are not citizens of the United States must have demonstrated their dedication to (a) upholding and defending the ideals of representative government and the rule of law, (b) advancing the science of jurisprudence, (c) promoting the administration of justice and uniformity of legislation and judicial decisions within their respective countries, (d) upholding the honor of the judicial and legal professions, and (e) applying knowledge and experience in the field of law to the promotion of public good.

Section 4.02. Selection of Fellows.

A. State and International Chairs.

The officers of The Fellows shall select from each jurisdiction a State or International Chair of the members of The Fellows of that jurisdiction. The officers of The Fellows may, when appropriate, also appoint Co-Chairs or Vice-Chairs of the members of The Fellows of that jurisdiction. The Fellows from each jurisdiction are encouraged to make recommendations to the officers of The Fellows for the positions of State or International Chair, Co-Chair, or Vice-Chair of their respective jurisdictions.

The term of the State or International Chair shall be for a period of three (3) years. The State or International Chair may be re-appointed for an additional three (3) year period, and generally shall not serve longer than six (6) consecutive years in that position, unless extenuating circumstances dictate that an extension of one (1) year is advisable in order to preserve continuity within the jurisdiction. Any extension beyond six (6) years shall be made only once. The request to extend one's term shall be made by the Chair of The Fellows.

A State or International Chair may be removed, at the discretion of the officers of The Fellows, if there is not sufficient progress made toward a target number of Fellows for that jurisdiction, mutually agreed upon by the Officers of the Fellows and the State or International Chair/Co-Chairs. Any vacancy resulting from death, disability, or resignation of a State or International Chair, Co-Chair or Vice-Chair, shall be filled by the officers of The Fellows.

B. Nomination of Prospective State or International Fellows.

Nominations to fill vacancies in the goal of State or International Fellows shall be made by the State or International Chair, unless such jurisdiction has a nominating procedure that has been approved by the officers of The Fellows. If a nominating procedure exists which has been approved by the officers of The Fellows, the nomination will be made in accordance with that procedure. State and International Chairs are encouraged to have a nominating procedure to nominate persons to the membership of The Fellows, subject to the approval by the officers of The Fellows as specified in this Section. Nominations shall be forwarded to the officers of The Fellows and shall be accompanied by sufficient information to justify the recommendation by the officers of The Fellows and election of the nominees by the Board of

Directors of the Foundation. Periodically, and at their discretion, the officers of The Fellows may review an individual jurisdiction's nominating procedures and, when necessary, will work with State or International Chairs to modify procedures to help fill vacancies in order to assure the timely submission of nominations, and to increase diversity. Officer approval of an individual jurisdiction's nominating procedures shall expire after six (6) years, unless submitted to the officers of The Fellows for re-approval or revision – and such submission is approved by said officers – within that time period.

C. Notice to State and International Chairs.

The State and International Chairs shall be advised twice each year of the number constituting the goal of Fellows for their respective jurisdictions and the names of The Fellows of their jurisdictions. The mailing of this information shall constitute a notice of the vacancies of Fellows existing in the jurisdiction. If the nominations to fill vacancies are not made meanwhile by The Fellows of each jurisdiction, vacancies may be filled by action of the Board of Directors of the Foundation, upon nomination or recommendation of the officers of The Fellows, at any time after the expiration of six (6) months following the first such notice of vacancies.

D. Organization of Fellows.

The Fellows in any jurisdiction may organize for the purpose of conducting functions and furthering the work and objectives of The Fellows, subject to the requirements and limitations of these bylaws.

Section 4.03. Selection of Fellows-At-Large.

A. A State Fellow who has transferred out of his or her state of original jurisdiction or out of the United States and has relinquished his or her Fellow affiliation to such original jurisdiction and has not yet gained a Fellow affiliation with another state jurisdiction, shall, at the time of relinquishment of his or her affiliation to such original jurisdiction, become a Fellow-At-Large, and such person may regain the status of State Fellow upon exercising his or her option to become a State Fellow in a new jurisdiction in which such person would otherwise be qualified to be a State Fellow;

B. A person qualified to be a Fellow-At-Large who at the time of proposed election resides out of the state jurisdiction in which he or she

was admitted to practice law may be nominated as a Fellow-At-Large by an officer of The Fellows;

C. A person who resides in a state jurisdiction and is otherwise qualified as a State Fellow, except that the goal for that state jurisdiction in which the prospective Fellow resides and/or is admitted to practice law is full, may be nominated as a Fellow-At-Large by the relevant State Chair of The Fellows or by an officer of The Fellows; and

D. Any person who is a member in good standing of the ABA (or of an ABA Affiliate within the Pilot period) and in the jurisdiction in which such person is qualified to practice law may be nominated by unanimous vote of the officers of The Fellows

and thereafter elected by the Board of Directors of the Foundation. A person who becomes a Fellow-At-Large through this procedure may become a State Fellow when (i) there is a vacancy in the state jurisdiction in which the Fellow-At-Large may otherwise be nominated as a State Fellow and (ii) the State Chair of such jurisdiction approves the change of status to a State Fellow of such jurisdiction and so notifies the Director of The Fellows.

Section 4.04. Transfer of Fellow Status.

A. Transfer to Another Jurisdiction.

Whenever a Fellow moves permanently from one jurisdiction to another, a Fellow shall have the option of becoming a Fellow of the new jurisdiction of residence or remaining as a Fellow in the old jurisdiction of residence. If such Fellow elects to retain his or her membership in the old jurisdiction of residence, he or she may do so and no vacancy shall be created in that jurisdiction. If the Fellow elects to have his or her status as a Fellow transferred to the new jurisdiction, such Fellow may do so and fill a vacancy that may exist in the new jurisdiction; provided, however, if at the time of transfer the goal of the new jurisdiction is filled, that Fellow may become a Fellow in the new jurisdiction without being charged to the goal of the jurisdiction, until such time as a vacancy occurs in the new jurisdiction, at which time the Fellow shall automatically fill such vacancy.

B. Transfer from Fellow-At-Large Status.

If a person holds the status of Fellow-At-Large because the particular jurisdiction in which he or she practices law had a full goal of Fellows

when the Fellow-At-Large was elected, such Fellow-At-Large may, at his or her option, gain the status of a State or International Fellow when a vacancy in that jurisdiction occurs.

Section 4.05. Removal of Fellows.

Any Fellow who ceases to be a member in good standing of the bar of any jurisdiction as a consequence of disciplinary action (such action having become final), as certified by the appropriate agency having jurisdiction over the registration or licensing of lawyers, or the state bar of the jurisdiction, shall automatically cease to be a Fellow. Any Fellow who voluntarily retires or relinquishes his or her license to practice law voluntarily and at the time of such resignation or relinquishment is a member in good standing of that jurisdiction shall continue as a Fellow and be recognized as a Fellow from that jurisdiction.

ARTICLE V Contributions of The Fellows

Section 5.01. Annual Contributions.

Each State Fellow, Fellow-At-Large or International Fellow elected before December 31, 2002, is expected to contribute to the Foundation a minimum of Two Hundred Dollars (\$200) per year for a minimum of ten (10) consecutive years.

Any State Fellow, Fellow-At-Large or International Fellow elected between January 1, 2003 and August 31, 2017 is expected to contribute to the Foundation a minimum of Two Hundred Fifty Dollars (\$250) per year for a minimum of ten (10) consecutive years.

Any State Fellow, Fellow-At-Large or International Fellow elected after between September 1, 2017 and August 31, 2025, shall pledge to contribute to the Foundation a minimum of Three Hundred Dollars (\$300) per year for a minimum of ten (10) consecutive years.

Any State Fellow, Fellow-At-Large or International Fellow elected after September 1, 2025 shall pledge to contribute to the Foundation a minimum of Three Hundred Fifty Dollars (\$350) per year for a minimum of ten (10) consecutive years.

Membership in The Fellows is based upon the calendar year. Each member shall be billed for the ensuing year in September of the preceding year and in no event shall payment for a membership year be

made later than August 31st of the membership year. Any State Fellow, Fellow-At-Large or International Fellow who fails to make an annual contribution on or before August 31st of the membership year shall automatically cease to be a Fellow and shall be under no obligation to make further contributions; provided, however, that the Board of Directors of the Foundation may, in its discretion, extend the maturity of any such installments.

Contributions for more than one year may be made at any time. In the event of the resignation or death of a State Fellow, Fellow-At-Large or International Fellow, there shall be no continuing obligation to make any further contributions. In no event shall the Foundation be required to refund to any State Fellow, Fellow-At-Large or International Fellow any contribution or part thereof.

Section 5.02. Life Fellows.

Upon fulfillment of one's initial pledge of support (See Section 5.01), any State Fellow, Fellow-At-Large or International Fellow shall automatically become a Life Fellow.

Upon reaching the status of a Life Fellow, a Fellow will no longer be considered within the category of a State Fellow, Fellow-At-Large, or International Fellow. Life Fellows shall constitute a separate category. Persons who are Life Fellows are not obligated to make contributions to the Foundation, but are invited and encouraged to do so to the extent possible.

Section 5.03. Fellows Giving Societies.

There are the following Fellows Giving Societies:

A. Life Fellow.

A Life Fellow is any Fellow who has fulfilled his or her initial pledge of support.

B. Patron Fellow.

A Patron Fellow is any Life Fellow who, in the aggregate, has contributed a total of Five Thousand Dollars (\$5,000) to Nine Thousand Nine Hundred Ninety-Nine Dollars (\$9,999) to the Foundation.

C. Benefactor Fellow.

A Benefactor Fellow is any Life Fellow who, in the aggregate, has contributed a total of Ten Thousand Dollars (\$10,000) to Seventeen Thousand Four Hundred Ninety-Nine Dollars (\$17,499) to the Foundation.

D. Leadership Fellow.

A Leadership Fellow is any Life Fellow who, in the aggregate, has contributed a total of Seventeen Thousand Five Hundred Dollars (\$17,500) to Twenty-Four Thousand Nine Hundred Ninety-Nine Dollars (\$24,999) to the Foundation.

E. Visionary Fellow.

A Visionary Fellow is any Life Fellow who, in the aggregate, has contributed a total of Twenty-Five Thousand Dollars (\$25,000) to Forty-Nine Thousand Nine Hundred Ninety-Nine Dollars (\$49,999) to the Foundation.

F. Philanthropist Fellow.

A Philanthropist Fellow is any Life Fellow who, in the aggregate, has contributed a total of Fifty Thousand Dollars (\$50,000) or more to the Foundation.

Section 5.04. Use of Contributions.

Contributions made by The Fellows shall be used at the discretion of the Board of Directors of the Foundation.

Section 5.05. Recognition.

Life Patron Fellows, Life Benefactor Fellows, and Life Leadership Fellows will receive appropriate certificates honoring their contributions to the Foundation and shall be recognized as special members of Life Fellows at appropriate events of The Fellows.

**ARTICLE VI
Research Chair of The Fellows**

The Fellows are committed to creating and maintaining an endowment to fund the William H. Neukom Fellows Research Chair in Diversity and Law. The person holding the William H. Neukom Fellows Research Chair in Diversity and Law shall devote his or her time principally to study and research of issues that will directly affect the practice of law. The officers of The Fellows are responsible for developing and monitor-

ing the program for ongoing contributions and gifts to the endowment. The officers of The Fellows may appoint such committees, as they may deem appropriate, to assist in carrying out this commitment. The Fellows shall be advised annually regarding the amount of the endowment for the William H. Neukom Fellows Research Chair in Diversity and Law and the manner in which those funds were directed.

ARTICLE VII

Officers and Committees

Section 7.01. Officers.

The officers of The Fellows shall consist of an Immediate Past Chair, Chair, Chair-Elect, and Secretary. The officers elected shall hold office until the end of the fiscal year or until their successors have been duly elected. In the event of any vacancy in the office of Chair, the Chair-Elect shall succeed to fill that vacancy; in the event of any vacancy in the office of Chair-Elect, the Secretary shall succeed to that vacancy; and in event of a vacancy in the Office of Secretary, the Chair of The Fellows shall appoint a person to serve as Acting Secretary to serve for the balance of the term of the Secretary. The position of Chair-Elect shall rotate annually from among the three geographical regions.

Section 7.02. Committees.

There may be committees of The Fellows, the members and Chair of which shall be appointed by the Chair of The Fellows. Special *ad hoc* committees may be appointed at any time by the Chair of The Fellows, within such time as may be specified, and to conduct such duties as may be specified, at the time of appointment.

The Fellows Research Advisory Committee shall be a standing committee that shall advise the Director of the Foundation concerning any matter pertaining to the research of the Foundation. The Chair of The Fellows Research Advisory Committee will make a written report annually to the Chair of The Fellows and the Director of the Foundation.

ARTICLE VIII

Director of The Fellows

There shall be a Director of The Fellows appointed from the staff of the Foundation who shall be selected by the Director of the Foundation, after consultation with the officers of The Fellows. The duties of the Director of The Fellows shall be to serve as a liaison between The Fellows

and the Director and/or Board of Directors of the Foundation, to carry out programs of The Fellows, and to be responsible for all of the administrative aspects of the work of The Fellows.

ARTICLE IX

Composition of The Fellows

The Fellows encourages significant diversity among the membership of The Fellows in each of the categories of The Fellows referred to in Section 3.02 hereof. Accordingly, persons having responsibility for nominating persons as Fellows are encouraged to strive to accomplish such diversity. The Fellows are open to all persons, regardless of gender, age, race, ethnic background, religious affiliation, disability, or sexual orientation.

ARTICLE X

Awards

Section 10.01. Outstanding State Chair Award.

The officers of The Fellows shall, on an annual basis, select a current State Chair for the Outstanding State Chair Award, who has demonstrated a dedication to the work of the Foundation and the mission of The Fellows through exceptional efforts on behalf of The Fellows at the state level.

Section 10.02. Outstanding Service Award.

The Fellows shall, on an annual basis, select a Fellow for the Outstanding Service Award, who has, in his or her professional career, adhered for more than thirty (30) years to the highest principles and traditions of the legal profession and to the service of the public. Individuals who are nominated for the Award and are not selected will be automatically reconsidered for three (3) years following their initial nomination. The Outstanding Service Award shall be recommended by the officers of The Fellows to the Board of Directors of the Foundation for confirmation. Conferral of the Award is conditioned upon agreement to attend the Award presentation event. Individuals who are current or former officers of The Fellows, Foundation Officers or Board members, or ABA Officers cannot be considered for the Outstanding Service Award for at least ten (10) years after their term of office ends.

Section 10.03. Outstanding Scholar Award.

The Fellows shall, on an annual basis, select a person, not necessarily a Fellow, for the Outstanding Scholar Award, who has engaged in outstanding scholarship in the law or in government. Individuals who are nominated for the Award and are not selected will be automatically reconsidered for three (3) years following their initial nomination. The Outstanding Scholar Award shall be recommended by the officers of The Fellows to the Board of Directors of the Foundation for confirmation. Conferral of the Award is conditioned upon agreement to attend the Award presentation event. Foundation Research Fellows cannot be considered for the Outstanding Scholar Award for at least ten (10) years after their employment with the Foundation terminates.

ARTICLE XI Meetings of The Fellows

Section 11.01. Time and Place.

The annual meeting of The Fellows shall be held at the same place and at the same time as the Annual Meeting of the ABA. The Chair of The Fellows shall select the time and place for the annual meeting, within the confines set forth in the preceding sentence, and the time and place for any special meeting of The Fellows.

Section 11.02. Annual Meeting Agenda.

The agenda of each annual meeting of The Fellows shall include election of the officers of The Fellows for the ensuing year and may include the following: (a) receipt of a report on the research and other activities of the Foundation; (b) recommendations by The Fellows to the Foundation for any research or other work or projects deemed by The Fellows to be of great or immediate importance; (c) report of the State and International Chairs on the status of membership of The Fellows in their respective jurisdictions; (d) announcement of the Outstanding State Chair Award; (e) announcement of the Outstanding Service Award; (f) announcement of the Outstanding Scholar Award; and (g) such other business as may properly come before the meeting.

Section 11.03. Notice of Meetings.

Notice of any annual, regular or special meeting shall be given by regular mail, facsimile transmission or e-mail to each Fellow at the mailing address, facsimile number, or e-mail address on the books and records of The Fellows at least thirty (30) days prior to the date of the meeting.

Section 11.04. Meeting Procedure.

All annual, regular and special meetings of The Fellows shall be governed by *Roberts Rules of Order*, latest edition, except to the extent otherwise provided in these bylaws. At such meetings The Fellows personally present shall constitute a quorum, and each shall have one (1) vote. A majority vote of those present shall constitute an action of The Fellows at that meeting. Fellows may not vote by proxy.

Section 11.05. Regional Meetings.

There may be regional meetings of The Fellows to be held at such time and place as shall be determined by the Chair of The Fellows. The Chair of The Fellows, or a person designated by the Chair, shall preside at such meetings.

ARTICLE XII Expenses of The Fellows

The Board of Directors of the Foundation will from time-to-time appropriate sufficient funds to provide for necessary clerical and administrative expenses of The Fellows.

ARTICLE XIII Soliciting for Other Charitable Organizations

As a general rule, a Fellow's title or relationship with the American Bar Foundation should not be used as a basis for soliciting contributions for charitable organizations or causes other than the ABF. Fellows desiring to seek funds for other organizations by the use of their title as a Fellow must first seek approval from the officers of The Fellows.

ARTICLE XIV Amendments

Section 14.01. Amendment Requirements.

These bylaws may be amended or repealed when approved by both The Fellows and the Board of Directors of the Foundation by a majority vote of each.

Section 14.02. Notice and Voting Procedures.

Notice of any proposed action regarding amendment or repeal of the bylaws shall be given to The Fellows no less than thirty (30) days prior to the meeting during which such vote is to be taken. Each person who is a Fellow, as defined herein, and who is physically present at the meeting, shall have one (1) vote.

CERTIFICATION OF ADOPTION

The foregoing bylaws were adopted by the Board of Directors of the American Bar Foundation at a meeting of the Board of Directors of the American Bar Foundation duly and regularly called and held on the 19th day of November, 2002, and adopted by The Fellows at a meeting of The Fellows duly and regularly called and held on the 9th day of February, 2003, and amended from time to time, and are hereby amended and restated as set forth herein effective August 2026.