

BYLAWS

OF

**FEDERAL DEFENDERS OF WESTERN NORTH
CAROLINA, INC.**

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FEDERAL DEFENDERS OF WESTERN NORTH CAROLINA, INC.

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BYLAWS
OF
FEDERAL DEFENDERS OF WESTERN NORTH CAROLINA, INC.

ARTICLE I -- NAME, OFFICES AND PURPOSES

Section 1. Name. The name of the corporation shall be Federal Defenders of Western North Carolina, Inc., hereinafter referred to as the "corporation."

Section 2. Principal Office. The principal office of the corporation shall initially be located at 435 E. Morehead Street, Charlotte, NC 38202, which shall also be the registered office of the corporation.

Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

Section 4. Purposes. The purposes of the corporation are as stated in the Articles of Incorporation:

- (A) To operate exclusively for charitable, educational, religious and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws,(the "Code"); and
- (B) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.
- (C) To operate a Community Defender Organization of the Western District of North Carolina, as provided for in 18 U.S.C. Section 3006A(g)(2)(B), and to manage the Criminal Justice Act Plan of the Western District of North Carolina. In administering said Plan the corporation shall in its capacity as a community nonprofit defender organization be specifically responsible for furnishing attorneys and rendering services to persons entitled to representation and services under the Criminal Justice Act, as amended, to receive payments under said Act and to provide educational services related to these purposes.

ARTICLE II -- BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

Section 2. Number, Term and Qualifications. The number of Directors of the corporation shall be not less than nine (9), nor more than thirteen (13). The Directors at any annual meeting may by resolution fix the number of Directors to be elected at the meeting; but in the absence of such resolution, the number of Directors elected at the meeting shall constitute the number of Directors of the corporation until the next annual meeting of Directors, unless the number is changed by action of the Directors.

The Directors shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two and three years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class of Directors shall be elected to serve for terms of three years, beginning on October 1 of each year, and until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen that all classes of Directors shall remain or become equal in number, as nearly as may be. In the event of the death, resignation, retirement, removal or disqualification of a Director during the elected term of office, the Director's successor shall be elected to serve only until the expiration of the term of the predecessor.

The Directors shall be attorneys, who are licensed in and residents of, North Carolina. The majority of Directors should be actively engaged in the practice of criminal defense law in Federal and/or state court within the Western District of North Carolina. No Director shall hold a position as a full time, regularly sitting judge, a criminal prosecutor, or a court administrator during his or her term of office on the Board.

Section 3. Election and Appointment of Directors. Directors shall be elected at any annual or special meeting of the Board of Directors to replace those Directors whose term will expire; these Directors shall be elected by the affirmative vote of a majority of the remaining Directors whose terms will not expire. The names of the Directors so chosen shall be submitted to the chief judge or the United States District Court for the Western District of North Carolina. Those chosen shall become members of the Board of Directors unless within twenty-one (21) calendar days following submission of the names to the chief judge, the District Court notifies the corporation that any of those so selected are disapproved by the court. Any person disapproved by the court may not serve as a Director and the Board of Directors shall select another person if necessary to meet the minimum Board size and may select another person if the Board elects to do so. Directors may be reelected for successive terms. The election of Directors shall be a part of the order of business of each annual meeting of the Board of Directors.

Section 4. Initial Board. The initial Board of Directors and its Chairman are to be selected by the judges of the United States District Court for the Western District of North Carolina and as set out in the Articles of Incorporation.

Section 5. Voting Rights. Each Director shall be entitled to one vote on each matter submitted to a vote of the Directors. Written proxy votes shall be permitted.

Section 6. Removal. Directors may be removed from office at any time with or without cause by the Directors by the vote that would be required to elect the Director to the Board of Directors. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 7. Resignation. Any Director may resign at any time by filing a written resignation with the Secretary or with the other Directors. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the expired term of the predecessor in office.

Section 9. Compensation. Directors shall not receive any salaries for their services.

ARTICLE III -- MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday in September of each year, at a time and location to be determined by the Board (or subject to appropriate notice, at any alternate approximate date), for the purpose of electing Directors and officers of the corporation and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held as designated by these bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Other Meetings. Regular 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. Directors shall participate in meetings of the Board of Directors in person or by telephone conference call or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting. Such participation in a meeting shall be deemed presence in person at such meeting.

Section 3. Place of Meetings. The Board of Directors may designate any place, either within or without the State of North Carolina, as the place of meeting for an annual or other meeting called by the Board of Directors. If no designation is made, the place of the meeting shall be the office of the Corporation, provided, however, that if all of the members shall meet any time and place, either within or without the State of North Carolina, and consent to the holding of a meeting, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of Directors shall be delivered, either personally by facsimile telecopy or by mail, to each Director entitled to vote at such meeting, not less than seven nor more than forty days before the day of such meeting, by or at the direction of the President, or the secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States Mail addressed to the member at the member's address on the records of the corporation, with postage thereof prepaid.

Section 5. Quorum. Any six Directors shall constitute a quorum at a meeting. If a quorum is not present at any meeting of the Directors, a majority of the Directors present may adjourn the meeting from time to time without notice.

Section 6. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action Without Meeting. Any action required to be taken at a meeting of the Directors of the corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least nine of the Directors entitled to vote with respect to the subject matter thereof, or such action may be taken by the Executive Committee of the Board of Directors.

ARTICLE IV -- COMMITTEES

Section 1. Executive Committee. The officers of the corporation shall act as an Executive Committee. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee. Other than the authority to employ or discharge the Executive Director, the authority to approve the annual budget, or to amend the Articles of Incorporation or Bylaws, the Executive Committee shall have and exercise the full and complete authority of the Board of Directors in the management of the corporation between meetings of the Board. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the corporation.

Section 2. Standing or Other Committees. Standing or other committees having two or more members may be designated by the Chairman of the Board of Directors. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3. Term of Office. Each member of the committee shall continue as such until the next annual meeting of the Directors of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall ceased to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the Board of Directors.

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 original appointments.

Section 6. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (A) Authorize distributions to or for the benefit of the Directors or officers;
- (B) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (C) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (D) Adopt, amend, or repeal the Articles of Incorporation or bylaws.

Section 7. Informal Action by Committees. Any action required to be taken at a meeting of a committee or any other action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth the action so taken be signed by all members of the committee entitled to vote with respect to the subject matter thereof.

Section 8. 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 V -- OFFICERS

Section 1. Titles. The officers of the corporation shall be a President, who shall serve as Chairman of the Board, a Vice President, a Treasurer, a Secretary and such other offices as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers at it shall deem desirable, such officers to have the authority to perform the duties described from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting and until a successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Resignation. An officer or agent may resign at any time by filing a written resignation with the Secretary or with the other Directors. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Executive Director. The Directors shall employ an Executive Director as a full-time employee of the corporation. The Executive Director shall have the general responsibility of carrying out the purposes and business of the corporation subject to approval and direction from the Board of Directors and officers of the corporation.

Section 7. President. The President shall be the principal executive officer of the corporation and Chairman of the Board of Directors and shall in general supervise and control all of the business and affairs of the corporation as authorized by the Board of Directors. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to the Executive Director or some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

Section 8. Vice President. In the absence or inability of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to the member by the President or the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities belonging to the corporation; receive and give receipts for moneys due and payable to the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all the duties incident to the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seals duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

ARTICLE VI -- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the corporation.

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, 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 confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other order for 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 from time to time to be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the President, Vice President, or the Treasurer or an Assistant Treasurer of the corporation.

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.

Section 4. Gift. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII – OPERATING PLAN

The corporation shall establish and maintain a staff of attorneys and employees of the Federal Defenders of Western North Carolina, Inc. for the United States District Court for the Western District of North Carolina, and recruit, select and supervise panel attorneys in accordance with the Plan adopted by the judges of that court and approved by the Judicial Council of the Fourth Circuit pursuant to the Criminal Justice Act of 1964, as amended.

ARTICLE IX – GENERAL PROVISIONS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the 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 the Director's agent or attorney, for any proper purpose at any reasonable time. There shall be an annual audit of the books of the corporation by an accounting firm approved by the Administrative Office of the United States Courts.

Section 2. Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereof the name of the corporation and the words "Corporate Seal, North Carolina."

Section 3. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the North Carolina Nonprofit Corporation Act and other applicable law or under the provisions of the Article of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Bond. The Board of Directors may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Fiscal Year. The fiscal year of the corporation shall be the twelve month period ending September 30 of each year.

Section 7. Conflict of Interest. A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a "Conflict of Interest"). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction:

- (i) in which the Director has a material financial interest, or
- (ii) in which the Director is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the provisions of Section 55A-8-31 of the General Statutes of North Carolina, the Director may participate in the discussion but may not vote on the transaction and when a Director does not vote because of a Conflict of Interest, the act of the majority of the Directors voting shall be the act of the Board of Directors if a quorum is present at the meeting.

Section 8. Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board; provided, that no changes to the bylaws may take effect until approved by the United States District Court for the Western District of North Carolina; and provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a

copy or summary of the proposed amendment or states the general nature of the amendment.
Such notice may be waived as provided in these bylaws.

THIS IS TO CERTIFY that the above bylaws of Federal Defenders of Western
North Carolina, Inc. were duly adopted by the Board of Directors at a meeting held on
August 30, 2004.

This the 30th day of August, 2004.


Secretary

[Corporate Seal]