

## **Ledes Oversight Committee**

1/31/07 Proposed Changes

"The Board approves, and authorizes the Secretary to take any necessary actions to implement, the following changes to the organization's Articles and Bylaws:

1. "Cleanup" language modifications to the Bylaws as recommended by Winston & Strawn, our new legal counsel:

A. The code reference for ARTICLE VII, Section 2 should be changed to Corp C§ 7151(a).

B. ARTICLE XI, Section 5. The following should be added to the beginning of this section: The corporation shall notify each member yearly of the member's right to receive the annual report.

C. ARTICLE XI, Section 6. Add the words "and directors" after the word "members." The sentence shall be read as "The corporation shall also furnish annually to its members and directors any other reports.....".

D. Certificate of Secretary. Remove the word "the" before the words "LEDES OVERSIGHT COMMITTEE." The sentence shall be read as "I, the undersigned, certify that I am the Secretary of LEDES OVERSIGHT COMMITTEE, a California nonprofit Corporation, and the above bylaws were adopted by resolution of the members at a meeting held February 2, 2005."

2. The change to the Articles approved by the members last year to broaden the organization's charter to provide as follows: "The specific purpose of the corporation is to create and maintain open standard formats to be used by the legal industry for the electronic exchange of billing and other information."

3. Change the organization's registered agent and business address.