



BOARD OF DIRECTORS

RESOLUTION

DELEGATING AUTHORITY TO APPOINT NON-DIRECTORS TO COMMITTEES OF THE LSC BOARD OF DIRECTORS

WHEREAS, the Bylaws of the Legal Services Corporation (“LSC” or “Corporation”) provide that the Board of Directors (“Board”) “may appoint and designate or may delegate to the Board Chair the authority to appoint Directors or non-Directors, as appropriate, to serve on committees . . . [;]”

WHEREAS, the Bylaws also provide that “[a]ny non-Director may be appointed to serve as a voting or non-voting member of a committee, as determined by the Board or, if the appointing authority has been delegated, by the Board Chair [;]” and

WHEREAS, the Board has determined that having non-Directors with appropriate backgrounds and expertise serve on committees is prudent and that they would be helpful to the Board in discharging its responsibilities;

NOW, THEREFORE, BE IT RESOLVED that, pursuant to the Bylaws, the Board hereby delegates to the Board Chair the authority to appoint non-Directors, as appropriate, to serve on the various committees of the Board; and

BE IT FURTHER RESOLVED that the Board Chair is further delegated the authority and discretion to designate each such appointment as voting or non-voting, but no non-director member of a committee may be counted towards a quorum.

**Adopted by the Board of Directors
on July 27, 2012**

John G. Levi
Chairman

Victor M. Fortuno
General Counsel & Corporate Secretary