

THE LEGAL AID SOCIETY

NOTICE OF 133rd ANNUAL MEETING

The annual meeting of members of The Legal Aid Society for the election of directors and such other business that may come before the meeting will be held on Wednesday, November 18, 2009, at 5:30 p.m. at Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York City.

The close of business on September 29, 2009, is the date of record for determining members entitled to receive notice of and to vote at said annual meeting, or any adjournment thereof, and only members of record on such date are entitled to notice of and to vote at said meeting.

The report of the Nominating and Governance Committee (Mel M. Immergut, Chair; Roger S. Aaron; Charles E. Clayman; Noah J. Hanft; Anastasia D. Kelly; Robert O. Link, Jr.; and Vincent Pagano, Jr.) is as follows:

Board of Directors

FOR THE TERM ENDING 2012: Peter A. Bicks, Barry A. Bohrer, Charles E. Clayman, Gandolfo V. DiBlasi, Blaine (Fin) Fogg, Michele Hirshman, Mel M. Immergut, Marc E. Kasowitz, Steven G. Kobre, Alan Levine, Theodore A. Levine, Lewis J. Liman, Martin Nussbaum, Vincent Pagano, Jr., William A. Roskin, Alan D. Schnitzer, Charles Weinstein, and Barry Willner.

Board of Advisers

FOR THE TERM ENDING 2012: Elkan Abramowitz, Ruth Atkins, Christopher P. Bogart, Thomas R. Brome, Michael J. Chepiga, Barbara Latz Cohen, J. Peter Coll, Michael A. Cooper, Richard A. Eisner, Michael D. Fricklas, Michael Helfer, Steven G. Horowitz, David Klingsberg, Marti Kopacz, Loretta E. Lynch, Jonathan D. Siegfried, and Grace Lyu-Volckhausen,

The Nominating and Governance Committee, with the unanimous approval of the Board of Directors, recommends an amendment to the By-Laws of The Legal Aid Society, Article IV, Board of Directors, Section 4.1, Number and Classes, increasing the number of Directors from between 30 and 55 to between 30 and 60.

ARTICLE IV

Board of Directors

4.1. Number and Classes. (a) The Board shall consist of such number of Directors (between 30 and 60 in number) as shall be determined from time to time by the Members or by the Board, and such Directors shall all be voting Directors. The President of the Society and one of the Chairs of the Civil Support Division of the Society shall be members of the Board. The term "entire Board" means the total number of voting Directors as determined by the Members or Board pursuant to the first sentence of this Section 4.1.

October 26, 2009

Janet E. Sabel

Secretary