

BY-LAWS

NEW JERSEY ASSOCIATION OF JUSTICE

EDUCATIONAL FOUNDATION, INC.

ARTICLE I. NAME, PURPOSES, SEAL, OFFICES

1. Name. The name of this non-profit corporation is New Jersey Association of Justice Educational Foundation, Inc. (referred to in these By-Laws as the “Foundation”).

2. Purposes. The Foundation is a non-profit corporation organized to operate exclusively for charitable and educational purposes, in the public interest on substantive issues of health, safety, consumer rights, and civil liberties.

3. Seal. The seal of the Foundation shall contain the words New Jersey Association for Justice Educational Foundation, Inc.

4. Offices. The principal office of the Foundation shall be in the County of Mercer, City of Trenton, until otherwise located. The Foundation may also have offices at such other places as the governing board of the Foundation (referred to in these By-Laws as the “Board of Trustees”) may from time to time appoint as the purposes of the Foundation may require.

ARTICLE II - MEMBERSHIP ORGANIZATION

1. The Foundation shall be a membership, non-profit corporation.

2. The Board of Trustees shall have the power to create one or more classes of associate membership and to establish the requirements for each. Any person who contributes \$25.00 or more in any fiscal year is considered an associate member. Associate members shall have no vote or other voice in managing or selecting the management of the Foundation. The Board of Trustees shall have the power to provide certificates of associate membership or similar indicia.

### ARTICLE III. BOARD OF TRUSTEES

1. Power and Duties. The Board of Trustees, by majority of the votes cast once a quorum is established, shall have general power to govern and manage the affairs and property of the Foundation, shall have the power to adopt rules and regulations governing the action of the Board of Trustees and shall have full authority with respect to the distribution and payment of the monies received by the Association from time to time.

2. Number and Term of Office. The number of Trustees shall be nine (9). The term of office shall be one (1) year. Each Trustee shall continue in office until a successor is designated and qualified or until the death, resignation or removal of any Trustee. No Trustee shall hold office for more than ten (10) years.

3. Selection and Qualification. The President, President-Elect, First Vice President and Third Vice President of the New Jersey Association for Justice, Inc. in office as of the close of business of its annual meeting shall each serve as Trustees of the Foundation. In addition, the Board of Governors of the New Jersey Association for Justice, Inc. shall designate five (5) additional Trustees of the Foundation, two (2) of whom must presently be members of the Board of Governors. Trustees must be members in good standing of the New Jersey Bar. No person may be designated as a Trustee which would cause fifty percent (50%) or more of the Trustees then holding office to be “disqualified persons” within the meaning of that term as set out in Sections 509 (a) (3) (C) and 4946 of the Internal Revenue Code of 1986, as they now exist or as they may be amended.

4. Removal. Any Trustees appointed by the Board of Trustees of the Foundation may be removed, with or without cause, by a vote of a majority of the Trustees then in office.

5. Vacancies. Any vacancy in the Board of Trustees during the year shall be filled for its unexpired portion by appointment using the same method as the Trustee whose office is then vacant.

Any Trustee so designated shall hold office until the designation and qualification of a successor at the next succeeding annual meeting of the Trustees of the Foundation.

6. Annual Meeting; Notice. The annual meeting of the corporation shall be held within thirty (30) days of the annual meeting of the New Jersey Association for Justice, Inc. Notice of the time, place and agenda of the meeting shall be given by the Secretary by making a copy thereof or delivering the same to each Trustee at least two (2) days before such meeting.

7. Regular Meetings; Notice. Regular meetings of the Board of Trustees shall be held at such time and place, as the Board of Trustees shall designate. Regular meetings may be held by conference call. Notice of the time, place and purpose of the meeting or conference call shall be given by the Secretary by mailing a copy thereof or delivering the same to each Trustee at least two (2) days before such meeting or conference call.

8. Special Meetings; Notice. Special meetings of the Board of Trustees may be held upon the call of the Chair or by any three (3) Trustees at such place as may be designated in the notice of such meeting. Special meetings may be held by conference call. Notice of the time, place and purpose of any special meeting or conference call of the Board of Trustees shall be given by the Secretary by mailing a copy thereof or delivering the same to each Trustee at least two (2) days before such meeting or conference call.

9. Quorum; Adjournments of Meeting. At all meetings of the Board of Trustees, four (4) of the Trustees then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present may, without giving notice other than by announcement at the meeting or conference call, adjourn the meeting from the time until a quorum is obtained. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

10. Organization. The Chair shall preside at all meetings of the Board of Trustees; in the absence of the Chair, the Vice Chair shall preside or in the absence of both, the Board of Trustees may select a chair of the meeting from among its number.

11. Resignation. Any Trustee may resign at any time by giving written notice to the Chair. Such resignation shall take effect at any time specified and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12. Powers. All the corporate power, except as are otherwise provided for in these By-Laws and laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board of Trustees may by general resolution delegate to committees, or to officers of the Foundation, such powers as they may see fit.

#### ARTICLE IV. OFFICERS

1. Number. The Officers of the Foundation shall be the Chair, Vice Chair, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Trustees. Two (2) offices may be held by the same person.

2. Selection, Term of Office, and Removal. The Trustee on the Board by virtue of being the President-Elect of the New Jersey Association for Justice, Inc. shall automatically be the Chair of the Foundation. The other Officers shall be selected by the Board of Trustees at the annual meeting of the Foundation from among the Trustees of the Foundation. Any officer may be removed, with or without cause, by a majority vote of the Board of Trustees then in office. Officers shall hold office for one (1) year and may not hold office for more than five (5) consecutive years.

3. Vacancies. In case any office of the Foundation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Trustees then in office, even if less than a quorum, may select an officer to fill such vacancy.

4. Chair. The Chair shall preside at all meetings of the Board of Trustees. The Chair shall be the Chief Executive Officer of the Foundation and shall exercise general charge and supervision over the affairs of the Foundation. The Chair shall perform such other duties as may be assigned by the Board of Trustees.

5. Vice Chair. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board of Trustees. The Vice Chair shall assist the Chair in carrying out the duties of the chair, as requested by the Chair, and shall perform such other duties as may be assigned by the Board of Trustees. In addition, the Vice Chair shall have all of the powers and perform all of the duties of the Chair in the event the Chair is absent or is unable to act.

6. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. The Secretary shall keep the minutes of all the meetings of the Board of Trustees, may sign with the Chair, in the name and on behalf of the Foundation, any contracts or agreements authorized by the Board of Trustees, may affix the seal of the Foundation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned by the Board of Trustees.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Foundation, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer may be required to give bond for the faithful performance of duties, in such sum and with such sureties as the Board of Trustees may require. When necessary or proper the Treasurer may endorse on behalf of

the Foundation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Foundation at such a bank of banks or depository as the Board of Trustees may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officers, if any, as shall be designated by the Board of Trustees, shall sign all checks of the Foundation and all bills of exchange and promissory notes issued by the Foundation, except where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these By-Laws to some other officer or agent of the Foundation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Foundation, provided that payment of any expense is subject to the prior approval of the Board of Trustees. The Treasurer shall enter regularly on the books of the Foundation a full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Foundation, and shall exhibit such books at all reasonable times to any Trustees on request at the offices of the Foundation. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

#### ARTICLE V. AGENTS AND REPRESENTATIVES

The Board of Trustees may appoint and compensate such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board of Trustees may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

#### ARTICLE VII. COMMITTEES

1. Committees. The Board of Trustees may by resolution establish such committees of the Board as it deems appropriate, each such committee to have the duties and powers specified in the resolution establishing it, and subject in all respects to these By-Laws. The Board of Trustees may provide that the Chair or the Vice chair shall be ex-officio members of any committee.

2. Appointments. The Chair and members of all standing committees shall be appointed by the Chair of the Foundation and approved by the Board of Trustees. The members of such committees shall hold office until removal or the appointment of their successors.

3. Committee Quorum. A majority of the members of any committee of the Foundation shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

#### ARTICLE VIII. FISCAL YEAR

The fiscal year of the Foundation shall be the twelve (12) month period ending June 30<sup>th</sup> or such other fiscal year as may be designated by the Board of Trustees.

#### ARTICLE IX. DISSOLUTION

All Trustees shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation after all debts have been satisfied, then remaining in the hands of the Board of Trustees, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively pursuant to Article Seventh of the Restated Certificate of Incorporation dated January 8, 2009.

#### ARTICLE X. INVESTMENTS, BANK ACCOUNTS, CHECKS

1. Investments. The Foundation shall have the right to retain all or any parts of any securities or property acquired by it in whatever manner, and to invest any funds held by it, according to the judgement of the Board of Trustees without being restricted to classes of investments which a Trustee may hereafter be permitted by law to make, or any similar restriction.

2. Checks, notes and Contracts. The Board of Trustees is authorized to select such banks or depositories, as it shall deem proper for the funds of the Foundation. The Board of Trustees shall determine who shall be authorized on the Foundation's behalf to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences or indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

#### ARTICLE XI. EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Trustee, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Trustee not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XII. BOOKS AND RECORDS

There shall be kept at the office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Trustees.

#### ARTICLE XIII. INDEMNIFICATION OF OFFICERS, TRUSTEES AND AGENTS

1. Agents by Others. The Foundation shall indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that such person is or was a Trustee, officer or agent of the Foundation. Indemnity by the Foundation shall include expenses, costs, disbursements (including attorney's fees), judgements, fines and amounts actually and reasonably incurred in good faith and in connection with such action, suit or proceeding provided such person acted in a manner generally believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal

action or proceeding, such person had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct.

2. Actions by or in the Right of the Foundation. The Foundation shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgement in its favor by reason of the fact that such person is or was a Trustee, Officer or agent of the Foundation against expenses (including attorney's fees), actually and reasonably incurred in connection with the defense or settlement of such action or suit provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation, and further provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Foundation, unless and only to the extent that the New Jersey Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the New Jersey Superior Court or such other court shall deem proper.

3. Successful Defense. To the extent that a person who is or was a Trustee, Officer or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 or Paragraph 2 of this Article XIII, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection with such defense.

4. Specific Authorization. Any indemnification under Paragraph 1 or Paragraph 2 or this Article XIII (unless ordered by a court) shall be made by the determination that indemnification of the Trustee, Officer, or agent, is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph 1 or 2. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

5. Advance of Expenses. Expenses incurred by any person who may have a right or indemnification under this Article XIII in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final distribution of such determination that indemnification is proper under Paragraph 4 of this Article upon receipt of an undertaking by or on behalf of the Trustee, Officer, or agent to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Foundation pursuant to this Article XIII.

6. Right of Indemnity Not Exclusive. The indemnification provided by this Article XIII shall not exclude any other rights to which those seeking indemnification may otherwise be entitled. The indemnification rights provided under this Article XIII shall continue as to a person who has ceased to be a Trustee, Officer, or agent and shall inure to the benefit of the heirs, executors, administrators of such person.

7. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer or agent of the Foundation against any liability asserted against and incurred by such person in any such capacity, whether or not the Foundation would have the power to indemnify against such liability under the provisions of this Article XIII or otherwise.

8. Invalidity or any Provision of This Article. The invalidity or unenforceability of any provision of this Article XIII shall not affect the validity or enforceability of the remaining provisions of this Article XII.

#### ARTICLE XIV. AMENDMENTS AND CONSIDERATION

The Board of Trustees shall have the power to make, alter, amend, and repeal the By-Laws of the Foundation by affirmative vote of the majority of the Board of Trustees then in office, provided that the action is proposed at a regular or special meeting of the Board, except as otherwise provided by law.

Any question involving the interpretation of these By-Laws shall be determined by the Board of Trustees, as the Board deems appropriate, after consultation with counsel for the Foundation, and if such question arises in the course of any meeting, by the Chair of the Foundation. Determinations by the Chair shall be effective only for the purpose of the meeting.