

**BY-LAWS**  
**OF**  
**THE CUMBERLAND COUNTY BAR FOUNDATION, INC.**

**ARTICLE 1. NAME, PURPOSE AND APPLICABILITY**

**1.1.** The name of the Corporation is "The Cumberland County Bar Foundation, Inc." (hereafter "the Foundation").

**1.2.** The purposes of the Foundation are such charitable and not for profit purposes as may be permitted by law, specifically, but not limited to educational, as to the purpose and function of the law, the rendering of legal assistance and guidance to members of the Cumberland County Bar Association (hereafter "the Association") and to the general public, as well as other beneficial and charitable works and deeds.

**1.3.** The administration and management of the Foundation and the actions of the Foundation, its Board of Trustees and Officers thereof, shall be governed by these By-Laws.

**ARTICLE 2. PRINCIPAL OFFICE; REGISTERED AGENT**

**2.1.** The address of the Foundation's registered office and its principal office shall be that of the Association.

**2.2.** The Foundation's registered agent shall be the existing Executive Director of the Association.

**ARTICLE 3. MEMBERSHIP**

**3.1.** The Foundation shall not have any members.

#### **ARTICLE 4. BOARD OF TRUSTEES**

**4.1.** The Foundation shall have a Board of Trustees, the members and officers of which shall consist of: (1) the duly-elected officers and appointed trustees of the Association for a tenure of service contemporaneous with such terms as the Association's By-laws provide; (2) the Cumberland County State Bar Association Trustee for a tenure of service contemporaneous with such appointment; and (3) three additional Association members who shall be appointed by the President of the Association for one (1) year terms.

**4.2.** The Board of Trustees shall manage the affairs and property of the Foundation, and subject to these By-Laws, shall have the power and authority to act and function in the name of the Foundation, provided such actions are not inconsistent with the purposes of the Foundation.

#### **ARTICLE 5. OFFICERS**

**5.1.** The Officers of the Foundation shall be the officers of the Cumberland County Bar Association and their terms shall run contemporaneously with their terms of office with the Association.

**5.2. President:** The President of the Foundation shall be its principal operating officer and shall supervise and control all the business and affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees and he/she shall have all powers as may be reasonably necessary for and consistent with the operation of a nonprofit corporation.

**5.3. Vice President:** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President.

**5.4. Executive Director:** The Executive Director shall keep the minutes and records of the Foundation in appropriate books, keep such other books and records as may be reasonably required or as may be assigned by the President and Board of Trustees, see that all notices are given in accordance with these By-laws or as provided by law, keep the seal of the Foundation and affix the same to corporate documents, keep a list of all trustees or members and their mailing addresses and, in general, perform all duties incidental to the office of Executive Director.

**5.5. Treasurer:** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Foundation and, in general, shall perform all the duties incidental to the office of the Treasurer and such other duties as may be assigned by the President or Board of Trustees.

## **ARTICLE 6. COMMITTEES**

**6.1.** The Board of Trustees, by resolution, may establish one or more committees of two (2) or more trustees to conduct such affairs or projects of the Foundation as may be directed by the Board of Trustees. The designation and mission of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law or these By-Laws.

**6.2.** Each committee shall meet at the call of the Chairperson of the committee, the Trustee member of the committee, or a majority of the Foundation members of the committee.

**6.3.** Each committee shall keep full and fair accounts of its activities and minutes of its meetings. All committee recommendations shall be reported in writing to the Board of Trustees.

## **ARTICLE 7. MEETINGS**

**7.1. Annual/Regular Meeting.** The Board of Trustees shall meet at least once annually not later than May 30 of each year or such other date as may be set by the Board of Trustees. The Board of Trustees shall determine the time and place of the annual meeting and of any other meetings that may be scheduled subject to the notice requirements set forth in *Article 11* below, and may change the date of any meeting to avoid legal holidays.

**7.2. Special Meetings.** The President of the Foundation or any two trustees may call for special meetings of the Board, subject to the notice requirements set forth in *Article 11* below, and fix the time and place for said meetings.

**7.3. Notice.** The Secretary or Executive Director of the Association shall notify all trustees of the date, time and place of every meeting of the Foundation by delivering said notice, pursuant to *Article 11* below, at least seven (7) days before each meeting, except a special meeting may be called on seventy-two (72) hours notice.

**7.4. Quorum.** A majority of the members of the Board of Trustees shall constitute a quorum at any meeting duly called. From time to time, however, a majority of those present may adjourn the meeting without further notice.

**7.5 Alternate Means of Participation.** At the discretion of the President, and unless objected to by a member of the Board of Trustees, individual members of the Board of Trustees may participate and vote in any regular or special meeting of the Board of Trustees, without attending in person, by means of a telephone conference call or any other means of communication by which all Trustees participating are able to hear and otherwise communicate effectively with each other. Voting may occur either at meetings where actual attendance occurs, via conference call or through electronic vote, or by such other state of the art means consistent with this By-Law. All voting shall be initiated by a motion proposed by one member of the Board of Trustees and seconded by another.

**7.6. Action In Lieu of Formal Meeting.** At the discretion of the President, and unless objected to by a member of the Board of Trustees, the Board of Trustees may act upon electronically transmitted requests for action which cannot be delayed to the next regularly scheduled meeting of the Board of Trustees and which are of such nature that it is not deemed necessary or economical to call for a special meeting of the Board of Trustees at which members are directed to physically appear. In the event any Board member objects to this procedure, the President shall call for a meeting of the Board, at which time the procedure of *Section 7.2*, above, shall be followed.

## **ARTICLE 8. FINANCES**

**8.1.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

**8.2.** No funds of the Foundation shall be appropriated to any use or paid without the affirmative vote of at least a majority of those present at a duly constituted meeting of the Board of Trustees except that the President may authorize the disbursement of funds from time to time, subject to limitation in an amount which may be set by a Resolution of a majority of the Board of Trustees.

**8.3.** Except as the Board of Trustees may generally or, in particular cases, authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money shall be signed in the name and on behalf of the Foundation by any two (2) of the following people: the President, First Vice-President, Treasurer or Executive Director.

**8.4.** The Board of Trustees may authorize any officer or officers, or agents of the Foundation, in addition to the officers authorized to act pursuant to these By-Laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances.

**8.5.** The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise, for the general purposes, or for any special purpose of the Foundation.

## **ARTICLE 9. LIMITATIONS**

**9.1.** If applicable, anything to the contrary notwithstanding, the conduct and activities of the Foundation shall be limited to such as will not disqualify it as an tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

**9.2.** No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or to any officer,

trustee, agent or other representative of the Foundation (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and on liquidation or dissolution all properties and assets of the Foundation remaining, after paying or providing for all debts and obligations, shall be distributed and paid over to such fund, foundation, or organization organized and operated for non-denominational charitable or educational purposes as the Board of Directors shall determine, and as shall qualify, at the time, as a tax-exempt organization under Section 501 of the Internal Revenue Code of 1954, as amended.

**9.3.** The Foundation shall not, as any part of its activities, participate or intervene in, or any manner publish or distribute statements in support of or in opposition to any political campaign on behalf of any candidate for public office.

#### **ARTICLE 10. INDEMNIFICATION**

**10.1.** Every individual who is or shall be or shall have been a Trustee of the Foundation shall be indemnified by the Foundation to the fullest extent as set forth herein or as otherwise permitted by law.

**10.2.** No present or former Trustee of the Foundation shall be personally liable to the Foundation for monetary damages resulting from any act, omission or failure to act unless said individual has breached or failed to perform the duties of his or her office under any applicable statute now or hereafter enacted.

(a) The foregoing limitation of liability shall be retroactive to the date of inception herein and shall not be deemed exclusive of any provision limiting such liability by any applicable statute now or hereafter enacted.

(b) The limitation of liability set forth above shall not apply to (1) any intentional act, breach of duty or failure to perform a duty which shall constitute self-dealing, willful misconduct or recklessness, (2) any responsibility or liability pursuant to any criminal statute or (3) any failure or omission relating to the payment of taxes pursuant to local, state or federal law.

**10.3.** The Foundation shall indemnify a Trustee of the Foundation as follows:

(a) against an individual's expenses and liabilities in connection with any proceeding involving said individual because said individual is or was a Trustee of the Foundation, other than a proceeding by or in the right of the Foundation, if:

(i) said individual acted in good faith and in a manner which said individual reasonably believed to be in or not opposed to the best interests of the Foundation; and

(ii) with respect to any criminal proceeding, if any, said individual had no reasonable cause to believe the conduct was unlawful.

(b) against an individual's expenses in connection with any proceeding by or in the right of the Foundation to procure a judgment in its favor which involves an individual by reason of being or having been a Trustee of the Foundation, if said individual acted in good faith and in a manner which said individual reasonably believed to be in or not opposed to the best interests of the Foundation. In such proceeding, indemnification shall not be provided

with respect to any claim, issue or matter as to which a Trustee of the Foundation was liable for gross negligence or misconduct, unless and only to the extent that the Superior Court or the court in which the proceeding was brought determines that, despite the adjudication of liability and in view of all the circumstances of the case, the Trustee of the Foundation is fairly and reasonably entitled to indemnity for such expenses as the Superior Court or the court in which the proceeding was brought shall deem proper.

(c) against an individual's expenses to the extent that an individual has been successful on the merits or otherwise in any proceeding referred to above or in defense of any claim, issue or matter therein.

**10.4.** Any indemnification shall be made by the Foundation only as authorized in a specific case upon a determination that indemnification is proper under the circumstances because a Trustee of the Foundation met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Trustees at a meeting at which is present a quorum determined without including Trustees who were parties to or otherwise involved in the proceeding, acting by a majority vote of Trustees who were not parties to or otherwise involved in the proceeding. If the quorum is not obtainable, or, even if obtainable and the quorum of the Board of Trustees, by a majority vote of the disinterested Trustees directs, such determination shall be made by independent legal counsel in a written opinion, said counsel to be designated by the Board of Trustees

**10.5. Insurance.** The Foundation shall have the power to purchase and maintain insurance on behalf of Trustees of the Foundation against any expenses incurred in any

proceeding and any liabilities asserted by reason of an individual being or having been a Trustee of the Foundation, whether or not the Foundation would have the power to indemnify said individual against those expenses and liabilities under the provisions of these By-Laws.

#### **ARTICLE 11. NOTICE**

**11.1.** Whenever these By-Laws require notice to be provided to members of the Board of Trustees, unless otherwise specifically directed, notice shall be deemed properly made when served: (1) in writing either personally or by regular mail to the member's last known residential or business address; (2) by e-mail to the member's last known e-mail address; (3) by facsimile transmission to the member's last known residential or business facsimile transmission number.

**11.2.** Any member of the Board of Trustees may provide the Secretary, in writing, with notice that e-mail transmission is not acceptable to said member or Trustee for the provision of any notice required by these By-Laws.

#### **ARTICLE 12. MISCELLANEOUS PROVISIONS**

**12.1.** The Fiscal year of the Foundation shall run contemporaneous with the fiscal year of the Association and any necessary filings or reporting requirements of any federal, state or local agencies shall be filed at the same time for the same periods as are in effect with regard to the Association. Any changes in the Association's fiscal year shall also constitute a change of the Foundation's fiscal year, together with any related reporting requirements.

**12.2.** The Foundation shall not discriminate against any individual on the basis of race, creed, color, religion, national origin, ancestry, age, gender or liability for military service.

**12.3.** Except as otherwise provided in these By-Laws, Roberts Rules of Order, Newly Revised, shall govern the conduct of all meetings.

**12.4.** Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Associations Not for Profit Act, or under the provision of the Articles of Incorporation or the By-Laws of the Foundation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving and receipt of such notice.

### **ARTICLE 13. AMENDMENTS TO THE BY-LAWS**

**13.1.** These By-Laws may be amended or repealed by an affirmative vote of at least a majority of those present at a duly constituted quorum of the Board of Trustees called for the purpose of acting upon such amendment/repeal.

**13.2.** The existing By-Laws shall be posted on the Association's website. Any proposed amendments/repeals shall likewise be posted upon being proposed at least 20 days prior the date of the meeting at which action will be taken.