

AMENDED AND RESTATED BY-LAWS
OF
THE CAMDEN COUNTY BAR FOUNDATION

ARTICLE I
PURPOSES AND POWERS

1.1 Purposes

The Camden County Bar Foundation (hereinafter sometimes referred to as the “Foundation”) has such purposes as are now or hereafter may be set forth in its Article of Incorporation, including, but not limited to, the following:

(A) To foster and maintain the honor and integrity of the profession of the law and to facilitate and further the science of jurisprudence.

(B) To study, improve and facilitate the administration of justice.

(C) To promote the study of law and research therein, the communication of knowledge thereof, and the continuing education of lawyers.

(D) To improve the relations among members of the bar, the judiciary and the public, and the preservation of the American constitutional form of government through education, scientific research and other appropriate means.

(E) To encourage and support students at all educational levels to appreciate the contributions of the legal profession in our society and to consider pursuing careers in the law or law related fields.

(F) To promote the study of law by financial assistance to law students.

(G) To promote the advancement of professional ethics.

(H) To promote the goals as expressed in the Foundation’s Mission Statement, including the desire to help those in our community who need and deserve our support.

(I) To incorporate the programs developed by the Young Lawyers section of the Camden County Bar Association into the Foundation's mission of giving

1.2 Powers

The Foundation shall have such powers as are now or hereafter may be granted by the New Jersey Corporations and Associations Not For Profit Law, N.J.S.A. 15A:1-1 et. seq., and its additions or amendments.

ARTICLE II

GOVERNANCE BY TRUSTEES

2.1 Trustees

The Foundation shall be governed by a Board of Trustees, as hereinafter defined, and shall not have members.

2.2 General Powers

The affairs of this Foundation shall be managed by its Board of Trustees.

2.3 Disqualified Persons

No person shall serve upon the Board of Trustees (or, if serving, shall exercise any voting right) of this Not For Profit Foundation, unless such individuals service (or right to vote) shall have no adverse effect on the qualification of the Foundation under the Laws of the State of New Jersey and the appropriate taxing statutes, or as an organization exempt under Section 501(c)(3) of the Internal Revenue Code or as an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or as an organization which is not a private foundation under Section 509 of the Internal Revenue Code.

2.4 Number of Trustees

The Board of Trustees shall consist of Eighteen (18) individuals comprised as follows:

(A) Fourteen (14) Trustees who shall be elected by the Board at the annual meeting of Trustees, one of whom shall be a representative of the Young Lawyers Division of the Camden County Bar Association.

(B) Four (4) Officers consisting of President, Vice President, Secretary and Treasurer. The President shall serve a one (1) year term and shall be the second past President of the Camden County Bar Association. In the event such person declines to serve as President, the Board shall elect the President. Remaining Officers shall be elected by the Board and shall service for a term as set forth hereafter.

(C) Officers shall serve the term set forth hereafter and until their successors are elected and qualified. Vacancies of an Officer or Trustee shall be filled by the Board for the remainder of the term of office.

(D) Officers shall not automatically progress to the next office position but shall be elected by the Board.

2.5 Trustees' Responsibility

The Board of Trustees function shall be to manage the business and affairs of the Foundation, including control of the property and assets of the Foundation; shall designate the bank or banks where the funds of the Foundation shall be deposited; and shall be responsible for all expenditures and disposals of corporate funds, property and assets. The Board of Trustees may authorize any one or more officers or the Executive Director of the Camden County Bar Association to disburse funds. The Board of Trustees shall act on all matters of policy; fill all vacancies on the Board of Trustees until the next Foundation election to be held at the next Annual Trustees meeting or when the term of the said vacancy expires; and perform such other duties as may be implied by its authority to manage and administer the functions of the Foundation by law, under the Certificate of Incorporation or pursuant to these By-Laws. The Executive Director of the Camden County Bar Association shall conduct the day-to-day affairs of the Camden County Bar Foundation.

2.6 Term of Trustees and Officers

Trustees and Officers, except for President, shall be elected for a term of three (3) years until their respective successors shall be elected, provided, however, that no Trustee or Officer shall serve more than two (2) consecutive three (3) year. After serving six consecutive years, a former Trustee will be eligible again for election to the Board of Trustees after the passage of at least one year. However, despite the term limits, if a suitable Trustee is not found to replace the Trustee required to leave after serving six consecutive years, the Board may extend the term of that Trustee beyond the term limits set forth herein

2.7 Annual Meeting of Trustees and Officers

(A) The annual meeting of the Board of Trustees of the Foundation shall be held on the last Monday in March, or on such other date within 30 days thereof as the Board shall determine. The place of the annual meeting shall be at the headquarters at the Camden County Bar Foundation at such time as the Board shall designate.

(B) Notice of the annual meeting shall be given by the Secretary of the Foundation, either (i) in writing, by ordinary mail, or email, to all Trustees of the Foundation entitled to receive same directed to their addresses as they may appear on the books and records of the Foundation and sent not less than ten (10) days prior to such meeting (ii) by publishing notice of such meeting in The Barrister or any general circulation newspaper in Camden County ten (10) days in advance of the date of such meeting. Any member of the Foundation may, by written statement, waive such notice and, with or without such waiver, the presence of a Trustee at any meeting shall be deemed waiver of any such notice requirements.

(C) Attendance at the Meeting shall be accomplished in person, by phone, by proxy or by virtual attendance.

2.8 Regular Meetings

The Board of Trustees shall meet quarterly or more or less frequently as needed, at the Headquarters of the Camden County Bar Foundation, or at such other time and place as the Board of Trustees may from time to time determine.

2.9 Special Meetings

Special meetings of the Board of Trustees may be called by the Chairman or any three (3) members of the Board by written call indicating the subject matter to be acted upon at the meeting and upon a minimum of two (2) days' written notice.

2.10 Quorum

At all meetings of the Board of Trustees, the presence of a majority of the Trustees in office and entitled to vote, in person or by proxy, shall constitute a quorum. In addition to those Trustees who are present in person at a meeting, one or more Trustees shall be considered present at such meeting if a telephone or similar communication device by means of which all persons participating in the meeting can hear each other at the same time is used. Once a quorum has been established, the departure of one or more Trustees from the meeting shall not cause the quorum to be lost provided that and so long as at least one-third of the Trustees continue to be present. The act of a majority of the Trustees entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

2.11 Rules and Regulations

The Trustees shall make such rules and regulations consistent with these By-Laws as they may deem advisable for the proper conduct of the meetings and for furtherance of the general purposes of this Foundation.

2.12 Professional Staff

The Board of Trustees shall have authority to engage professional staff members and employees and fix their duties and compensation. Such professional staff may include financial advisers to assist or guide the Board in fulfilling its obligation to manage the funds under its control prudently.

2.13 Compensation

Trustees shall serve without compensation.

2.14 Waiver of Notice

Any Trustee may, by written statement, waive notice of any regular or special meeting of the Board of Trustees or, by his or her presence at a regular or special meeting of the Board of Trustees, shall be deemed to have waived such notice.

2.15 President

The President shall, when able, preside over all of the meetings of the Board of Trustees. The President shall have general supervision of all the business and affairs of the Foundation. The President's responsibilities shall include, but not be limited to the following:

(A) Acting as the representative of the Foundation to the public as well as Government and voluntary organizations;

(B) Making policy proposals to the Board of Trustees;

(C) Long-range planning;

(D) Assigning overall responsibility for corporate management;

(E) Reporting to the Board of Trustees on the performance of corporate functions;

(F) Carrying out all policies established by the Board of Trustees;

(G) Development and submission to the Board of Trustees of an annual budget showing the expected receipts and expenditures as required by the Board of Trustees in cooperation with all Committees of the Board, if any;

(H) Supervision of business affairs to insure that funds are collected and expended to the best possible advantage;

(I) Serving as a liaison officer and channeling communication between the Board of Trustees and Camden County Bar Association in order to cooperate with the Camden County Bar Association and its Board of Trustees and to provide coordination with same;

(J) Presentation to the Board of Trustees or its authorized Committees of periodic reports reflecting the services of the Foundation, its functions, goals and procedural changes, together with such special reports as may be required by the Board of Trustees, or any of its Committees;

(K) Performing such other and further functions as may be delegated by the Board of Trustees, and conducting general supervision of the business and affairs of the Foundation.

2.16 Vice-President

The Vice-President, in the absence of the President which absence shall be determined by the Board, shall perform the duties of the President, and have such other duties and functions as shall be assigned by the President.

2.17 Treasurer

The Treasurer shall, subject to the direction of the President, have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipt for

moneys due and payable to the Foundation from any source whatsoever; deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the Certificate of Incorporation and the Laws of the State of New Jersey; and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a Bond for the faithful performance and discharge of his duties in such sum and with such surety as the Board of Trustees shall determine.

2.18 Secretary

The Secretary shall, subject to the direction of the President, provide Minutes of the Meetings of the Board of Trustees to the Executive Director which shall be retained by the Foundation and shall keep a record of actions by the Members and the Board of Trustees; assure that all notices are given in accordance with the provisions of these By-Laws or as required by law; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Trustees.

ARTICLE III

COMMITTEES

3.1 Committees

The Board or the President may establish such Committees as it deems appropriate on a permanent or *ad hoc* basis for such purposes and upon such terms and conditions as the Board or President shall determine.

ARTICLE IV

FISCAL PROVISIONS

4.1 Fiscal Year

The fiscal year of the Foundation shall extend from June 1 to May 31.

4.2 Contracts

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

4.3 Borrowing

No loan shall be contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name unless authorized by Resolution of the Board of Trustees. Such authorization may be general or confined to specific instances.

4.4 Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officer's agent or agents of the Foundation or the Executive Director of the Camden County Bar Association as shall from time to time be determined by Resolution of the Board of Trustees or by ratification by Resolution; such instruments shall, until otherwise established by the Board of Trustees, be signed by the President or Treasurer. Provided, however, that no single check draft, other order for payment of money, note or other evidence of indebtedness issued in the name of the Foundation shall be created unless authorized by the Board if the amount of such check is \$5,000.00 or greater.

4.5 Deposits

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.

4.6 Gifts

The Board of Trustees may accept any contribution, gift, bequest, devise or any other means or manner of giving unto the Foundation assets for the general or purposes of the Foundation. The Board of Trustees shall consider, prior to acceptance of same whether any condition attached would be in conflict with the general purposes of the Foundation. The Board may determine to decline or disclaim any such gift, bequest or devise or contribution when same is not within the general and specific purview and purpose of the Foundation or if it is made for a specific purpose, but in a sum less than the amount required to finance that specific purpose. Provided, however, that the Board's may choose to accept the same, despite the amount being insufficient so long as the Board shall determine, within the Foundation's purposes, to add or secure other assets in furtherance of the specific gift purpose. Should there be a question as to the purpose or timeliness of the gift as being incompatible with the ideals, objectives and programs of this Foundation, or when the conditions, limitations or purposes of a particular gift are deemed to be unacceptable, the Board of Trustees is authorized to negotiate changes in the contribution, gift, bequest or devise with the donor, or to decline or disclaim such contribution, gift, bequest or devise.

ARTICLE V

AMENDMENTS TO THE BY-LAWS

5.1 Amendments

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the Board of Trustees of this Foundation upon a majority vote of the said Board.

ARTICLE VI

INDEMNIFICATION OF TRUSTEES AND OFFICERS

6.1 Indemnification

Each Trustee and Officer of the Foundation now and hereafter in office, and his heirs, executors and administrators, shall be indemnified by the Foundation against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon such individual in connection with or resulting from any action, suit, proceeding or claim to which such individual may be made a party, or in which such individual may be or become involved by reason of such individual's acts of omission or commission, or alleged acts or omissions as such Trustee or Officer or, subject to the provision hereof, any settlement thereof, whether or not he continues to be such trustee or Officer at the time of incurring such liabilities, costs, expenses or amounts; provided that such indemnification shall not apply to liabilities incurred with respect to any other matter to which such Trustee or Officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance in the performance of such individual's duty as such Trustee or Officer; and provided, further, that the indemnification herein provided shall, with respect to any settlement of any suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Trustees, such settlement and reimbursement appear to be for the best interests of the Foundation. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such Officer or trustee of the liability and expenses to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such Trustee or Officer may be entitled under any statute, By-Law, agreement or otherwise. Expenses incurred with respect to any claim, action, suit or other proceeding of the character described in this Article may be advanced by the Foundation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

ARTICLE VII

SOURCE OF FUNDS

7.1 Gifts and bequests for the purposes specified in the Articles of Incorporation, or as set forth in these By-Laws, shall be given or made directly to the Foundation. All disbursements of Foundation funds shall be under the control of the Trustees, and shall be limited to the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding provisions of subsequent revenue law.

7.2 Unless some designated special purpose accompanies a gift or bequest, the Trustees may use the principal or income therefrom for any of the purposes specified in the Article of Incorporation, including establishing and funding a special bequest.

7.3 The Foundation shall raise funds in any other manner as deemed appropriate by the Board.

ARTICLE VIII

CONFLICT OF TRUSTEE OR OFFICER

8.1 Voting by Trustee or Officer

No Trustee or Officer shall vote on any matter which would involve a conflict of interest as hereinafter defined.

8.2 Definition of Conflict of Interest

A Trustee or Officer shall be deemed to have a conflict of interest in any matter involving such individual's partner, business associate, immediate family member, or a facility or association in which such individual has any monetary interest. Determination of other cases of conflicts of interest shall be made by the Board.

8.3 Announcing Conflicts of Interest

Whenever a Trustee or Officer has cause to believe that a matter to be voted upon would involve such Trustee or Officer in a conflict or possible conflict of interest, the Trustee or Officer shall announce the conflict of interest and shall abstain from voting such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Trustees in which such individual having the conflict or possible conflict of interest is serving. Any other Trustee or Officer present who has already been disqualified from voting on the issue because of their own similar conflicts of interest shall be excluded from voting on the determination of the existence of any such conflict.

8.4 Raising Conflicts of Interest

Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any Trustee or Officer present.

