

**RESTATED BY-LAWS OF  
PRINCETON JUSTICE INITIATIVE  
(a New Jersey Nonprofit Corporation)**

**Adopted by Board Resolution June 29<sup>th</sup>, 2021**

**ARTICLE I: ORGANIZATION AND PURPOSE**

**SECTION 1. Name.** The name of the Corporation is:

Princeton Justice Initiative ("the Corporation") as incorporated on April 26, 2020.

**SECTION 2. Purpose.** The Corporation is a 501(c)3 nonprofit corporation organized and operated not for a pecuniary profit.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal taxation under section 501(c)(3) of the Internal Revenue

Code, or corresponding section of any future tax code, or (b) by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code;

The Corporation shall not have or issue stock or shares, and no part of the assets, income or net earnings of the Corporation shall inure to the benefit of; or be distributed to, its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in conformity with the purposes set forth in Article 1, Section 2 of these by-laws.

### **Section 3. Mission and Vision.**

Princeton Justice Initiative is a poverty relief, legal aid, and public interest 501(c)3 nonprofit organization with a mission to alleviate, reduce and eliminate poverty in Central Western New Jersey.

Princeton Justice Initiative's vision is to end local poverty by creating innovative and realistic solutions, developing problem-solving methodologies, and adopting and setting best practice standards to end systemic economic injustice which can be replicated and adopted in communities throughout the United States.

PJI seeks to fulfill its mission and achieve its vision by:

1. Providing direct relief services to people who are economically-disadvantaged such as civil legal aid; connecting people with local resources to help them meet basic needs; assisting with obtaining public assistance and social services; and long term client advocacy and mentorship support;
2. Changing the system by undertaking public interest and impact research and pursuing litigation and public policy reform aimed at improving the systemic inefficiencies which perpetuate poverty, have an adverse impact on the poor, or are economically unjust;

3. Maximizing community involvement in finding solutions to poverty and economic injustice through partnership, coalition building, creating community think-tanks and taskforces, leading anti-poverty projects, and information sharing; and
4. Inspiring and empowering clients through civic advocacy training, community organizing guidance, and legal rights education.

## ARTICLE II: REGISTERED OFFICE AND AGENT

**Section 1. Registered Office.** The Corporation shall have and continuously maintain in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office, as required by section 15A: 4-1(a) of the New Jersey Nonprofit Corporation Act. The registered office may be, but need not be, the same place where the Corporation conducts its activities in conformity with the purposes set forth in Article II, Section 2 of these by-laws.

**Section 2. Principal Office.** The principal office of the Corporation shall be located in the city of Princeton, County of Mercer at The Clock Building, 1000 Herrontown Road, 2<sup>nd</sup> Floor, Princeton, NJ 08540

**Section 3. Other Offices.** The Corporation may have such other offices, either within or without the State of New Jersey, as the Board of Directors may determine or as the activities of the Corporation may require from time to time.

## ARTICLE III: BOARD MEETINGS

**Section 1. Board Meetings.** Board Meetings shall be held monthly from 6:30 to 8 p.m. on the last non-holiday Tuesday of the month in its Princeton offices, or on a date and during a time and at a location to be fixed by the Board of Directors of the Corporation. Members may attend remotely.

**Section 2. Notice.** Notice of the place, day and time of monthly meeting dates shall be provided to the Board via email and notice at the first meeting.

### ARTICLE III: BOARD OF DIRECTORS

**Section 1. General Powers.** The activities of the Corporation shall be managed by its Board of Directors.

The Board of Directors is responsible for overall policy and direction and may designate responsibility for day-to-day operations to the Corporation officers and/or Committees.

The Board of Directors shall possess and exercise all the general powers granted to nonprofit corporations under section 15A:3-1(a) of the New Jersey Nonprofit Corporation Code, including the powers to:

1. Maintain the Corporation for perpetual duration;
2. Sue and be sued, complain, and defend and participate as a party or otherwise in any judicial, administrative, arbitral, or other proceeding, in the name of the Corporation;
3. Have, use and alter, at its discretion, a corporate seal;
4. Conduct the activities and operations of the Corporation, have offices, and exercise all powers granted to the Corporation by the New Jersey Nonprofit Corporation Act anywhere in the universe;
5. Elect or appoint officers, employees, agents of the Corporation and define the duties and fix the compensation, if any, of said officers, employees, and agents of the Corporation;
6. Make and alter by-laws for the administration and regulation of the activities of the Corporation;

7. Authorize participation with others in any corporate entity, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not that participation involves sharing or delegation of control with or to others;
8. Have and exercise all other powers necessary or convenient to effect any of the purposes for which the Corporation is organized as provided in Article I, Section 2 of these by-laws.

**Section 2. Qualifications, Number and Election.** Directors shall be at least eighteen (18) years of age and need not be United States citizens or residents of the State of New Jersey.

The number of Directors shall be not less than three (3) and not more than fifteen (15).

From 2020-2025, Directors shall be appointed by the Chair with the approval of the existing Board whose approval shall not be unreasonably withheld. Thereafter, Board members will be elected by the process established by the board or board-chartered nominating committee and approved and adopted by resolution of the existing board.

All Board members shall serve three (3) year terms. Directors are permitted to hold office multiple terms and they may serve successive terms, as determined by the existing Chair.

**Section 3. Voting Rights.** Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

**Section 4. Conflict of Interest.**

(1) No Director shall have any direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual, corporation, firm, or association:

- (a) From which the Corporation purchases supplies, materials, or property;
- (b) Which renders any service to the Corporation;
- (c) Which enters into leases or assignments to or from the Corporation;
- (d) To which the Corporation sells any of its products, materials, facilities, or properties; or
- (e) Which has any other contractual relations or business dealings with the Corporation.

(2) If a Director believes that he or she may have a conflict of interest with respect to any particular transaction, he or she shall promptly and fully disclose the potential conflict to the Board of Directors and/or the Chair.

(3) If any Director is about to assume an interest or other outside relationship which might result in a conflict of interest, it is the Director's responsibility to disclose all of the pertinent information promptly and fully to the aforementioned Director or Officer charged with corporate ethics responsibilities.

(4) Where a Director is a Director of any other corporation, firm or association or is otherwise interested, such potential duality of interest shall be disclosed to the Board of Directors, and made a matter of record through an annual procedure and also when the interest becomes a matter of direct action.

(5) Any Director having a duality of interest shall not vote or use his or her personal influence on any matter, wherein the duality creates a conflict of interest, and he or she shall not be counted in determining the quorum for that portion of the meeting concerning the matter that presents the conflict. The minutes of the meeting shall reflect that a disclosure was made, as well as the abstention from voting and the status of attendance relative to the quorum.

**Section 5. Votes Required.** Whenever any action other than the election of Directors is to be taken by vote of the Directors, it shall be authorized by a majority of the votes cast at a meeting of the Board of Directors, unless a greater plurality is required by these by-laws or provisions of the New Jersey Nonprofit Corporation Act.

**Section 6. Proxy Voting.** A Director may authorize another person or persons to act for the Director at a meeting by proxy. Every proxy shall be executed in writing, or by email, by the Director or their duly authorized agent. No proxy shall be valid for more than eleven (11) months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be valid after a year from the date of execution. Unless it is coupled with an interest, a proxy will be revocable at will. A proxy shall not be revoked by the death or incapacity of the Director, but the proxy shall continue in force until revoked by the personal representative or guardian of the Director. The presence at any meeting of any Director who has given a proxy shall not revoke the proxy unless the Director files a written notice of the revocation with the Secretary of the meeting prior to the voting of the proxy. A person named in the proxy as the attorney or the agent of a director may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Corporation.

**Section 7. Resignation.** Any Director may resign at any time by giving written notice, or notice by email, of his or her resignation to the Board of Directors or to the Chair of the Corporation, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt.

**Section 8. Removal.** If a Director is absent from three (3) consecutive meetings, he or she may cease to be a Director of the Corporation, at the discretion of the Board of Directors. A Director may also be removed, for any reason, by a three-fourths vote of the Board.

**Section 9. Vacancies.** Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the total number of directors or other cause may be filled by appointment to the position by the Chair. A Director so appointed shall hold office until the next annual meeting, at which time a permanent successor shall be re-appointed or duly elected and qualified in accordance with the established nominations and elections process.

In the event of a vacancy caused by the resignation of one or more Directors to become effective at a future date, any such Director or Directors may participate in the vote by the Board of Directors to fill the future vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Nominations for new members must be received by the Secretary from present Board members at least two weeks in advance of a Board meeting, and be sent out to all members before the meeting itself.

**Section 10. Compensation.** Directors of the Corporation shall not receive any compensation for their services, but by resolution of the Board of Directors will be permitted to submit for reimbursement of expenses provided such expenses were related and necessary to the organization's functions and approved by the Board of Directors.

## ARTICLE VI: MEETINGS

**Section 1. Annual Meeting.** An annual meeting of the Board of Directors shall be held on a date and during a time to be determined by the Board in its discretion for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If a day that is fixed for the annual meeting is a legal holiday in the State of New Jersey, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time or any adjournment thereof, shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

**Section 2. Regular Meetings.** The Board of Directors shall hold regular meetings, not less than 10 (ten) times per year. Regular meetings of the Board of Directors may be held at any place, within or without the State of New Jersey, as may be determined from time to time by the Board of Directors. They may be held in person, by teleconference, or by video conference.



**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of New Jersey, as the place for holding any such special meeting.

**Section 4. Place of Meetings.** The Board of Directors may designate a place, either within or without the State of New Jersey, as the place for any annual meeting or for any regular meeting or for any special meeting called by the Board of Directors. If no designation is made, the place of meeting shall be the registered office of the Corporation in the State of New Jersey.

**Section 5. Notice.** Written notice of the time, place and purposes of every annual meeting and regular meetings of the Board of Directors shall be given not less than two (2) weeks and not more than eight (8) weeks before the date of the meeting, either personally, by email, or by mail, to each Director of record entitled to vote at the meeting. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior, by written notice delivered personally, by email, or sent by mail to each Director at their address as shown by the records of the Corporation.

**Section 6. Waiver.** A Director may waive notice of any meeting. Notice of a meeting need not be given to any who signs a waiver of notice, in person or by proxy, whether before or after a meeting. The attendance of any Director at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Director.

**Section 7. Lapse of Time.** Whenever Directors are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without the lapse of time if the requirement is waived in writing, in person or by proxy, before or after the taking of that action, by every Director entitled to vote thereon at the date of the taking of the action.

**Section 8. Alternate Means of Participation.** Any or all Directors may participate in a meeting of the Board of Directors or as a committee of the Board of Directors

by means of conference telephone, video conference, or any means of communications by which all persons participating in the meeting are able to hear each other.

**Section 9. Quorum.** Fifty percent (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors shall not conduct any formal actions, motions, decisions, policies, or any related functions on behalf of the Corporation absent a quorum, unless specifically allowed under these by-laws. The Directors present in person or in proxy at a duly organized meeting of the Board of Directors may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board of Directors.

**Section 10. Manner of Acting.** The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or these by-laws. Any action required to be authorized by a vote of the Directors greater than a majority shall be rescinded or modified only by a like vote.

**Section 11. Informal Action by Directors.** Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to the action, all members of the Board of Directors consent and written confirmation of such consents are filed with the minutes of the proceedings of the Board of Directors. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

## ARTICLE VII: OFFICERS

**Section 1. Officers.** The officers of the Corporation shall consist of a President who shall be referred to as "Chair" or "Executive Director," a Treasurer, a Secretary, and Public Policy Director.

New board members are nominated by the Chair and join the board upon majority vote of approval by the existing board.

All officers shall have the authority and perform the duties in the management of the corporation as provided in these by-laws, or as may be determined by the resolution of the Board of Directors not inconsistent with these by-laws.

Any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one (1) capacity if the instrument is required by law or by these by-laws to be executed, acknowledged, or verified by two (2) or more officers.

**Section 2. Election and Term of Office.** The President/Chair/Executive Director, Treasurer, Secretary and Public Policy Director shall be elected every 3 (three) years by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer elected as herein provided shall hold office until a successor shall have been duly elected and qualified, subject to early termination by removal or resignation.

**Section 4. Chair.** The Chair shall preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws or by New Jersey statute to some other officer or agent of the Corporation; and, in general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5. Executive Director.** Until such time as the organization can compensate an Executive Director, the President/Chair will assume the duties of the Executive Director. The duties of the Executive Director involve managing the business affairs of the corporation on a day-to-day basis. The Executive Director shall report to the Board and shall be subject to the oversight of the Board. The

Executive Director may execute on behalf of PJI and when required, upon approval and at the direction of the Board, all contracts, agreements, memberships, and other instruments. The Executive Director shall from time-to-time report to the Board all matters with the Executive Director's knowledge affecting PJI that should be brought to the attention of the Board. The Executive Director shall perform other duties assigned from time-to-time by the Board.

**Section 6. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected; ensure compliance with federal and state tax laws and regulations applicable to charities on behalf of the corporation, and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board of Directors.

**Section 7. Secretary.** The Secretary shall send out meeting notices, agendas, keep minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member and director which shall be furnished to the Secretary by such member or director; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

**Section 8. Public Policy Director.** The Public Policy Director shall be the organization's designated spokesperson, media contact and legislative liaison. In consultation with the Chair and the board, the Public Policy Director will set the organization's annual public interest goals and lead the strategic effort toward reaching them.

In the absence of the Chair, the Public Policy Director shall perform the duties designated to the Chair.

**Section 9. Removal.** Any officer elected by the Board of Directors may be removed with or without cause at the request of the Chair or by request of the majority of the board.

**Section 10. Resignation.** An officer may resign by written notice to the Chair or Board of Directors. The resignation shall be effective upon receipt thereof by the Chair or Board of Directors or at a subsequent time as shall be specified in the notice of resignation.

**Section 11. Vacancies.** Any vacancy occurring among the officers, however caused (including, but not limited to, death, resignation, removal, disqualification), shall be filled in the manner provided in these bylaws, or, in the absence of such provision, by a majority vote of the Board of Directors.

## ARTICLE VIII: BOARD COMMITTEES

**Section 1. Board Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may appoint from among the Directors an executive committee, a membership committee, a program committee, a fund-raising committee, and one or more other committees, each of which shall have at least one or more members. Each committee shall have and may exercise all the authority of the Board of Directors, except that no committee shall:

1. Make, alter, or repeal any by-law of the Corporation;
2. Elect or appoint any Director, or remove any officer or Director; or
3. Amend or repeal any resolution previously adopted by the board.

**Section 2. Vacancies, Abolishment and Removal.** The Board of Directors, by resolution adopted by the entire Board of Directors, may:

1. Fill any vacancy in any committee;

2. Appoint one or more Directors to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its pleasure; and
4. Remove any Director from membership on a committee at any time, with or without cause.

**Section 3. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

**Section 4. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5. Rules.** Each committee may adopt rules for its own governance not consistent with these bylaws or with any rule adopted by the Board of Directors.

**Section 6. Duty to Report to Board of Directors.** Actions taken at a meeting of any committee shall be reported to the Board of Directors at its next meeting following the committee meeting; except that, when the meeting of the Board of Directors is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board of Directors at its second meeting following the committee meeting.

**Section 7. Legal Responsibility Retained by Board of Directors.** The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## ARTICLE IX: PROJECT STEERING COMMITTEES

**Section 1. Project Steering Committees.** The Board of Directors may, by resolution, for each project, establish a project steering committee consisting of a Board

liaison appointed by the Board, one or more community stakeholders who will be elected by the PJI board. Additional stakeholders may be added as committee members, if approved by the committee. The PJI Executive Director will act as an ex officio member of all committees.

Each Project Steering Committee shall be responsible for the active management of a project identified by resolution of the Board of Directors. Subject to the direction of the Board, the Project Steering Committee shall be primarily responsible for strategic and operational oversight of the project and shall establish rules and procedures for the day-to-day management of the project. No project steering committee shall:

- Make, alter, or repeal any by-law of the Corporation;
- Elect or appoint any Director, or remove any officer or Director; or
- Amend or repeal any resolution previously adopted by the board.

**Section 2. Responsibilities.** The project steering committees may be created by board approved charter. Steering Committees shall:

- Oversee projects or pursue goals that further PJI's mission and vision;
- Follow a project management process;
- Shall have a charter that clearly explains:
  - a. the situation, policy, or issue which the committee is charged with addressing;
  - b. the type of analysis it will undertake;
  - c. identify the project's stages and timelines for completion of each stage;
  - d. set forth the goals of its project; and
  - e. how progress toward goals will be measured.
- Determine resources needed for the project;

- Partner with other organizations to recruit, acquire, and develop resources from the community;
- Assist in grant proposals on behalf of the project; and
- Regularly communicate its progress to the Board.

**Section 2. Elections.** Project steering committee stakeholders will be elected at or around the time of the annual meeting.

**Section 3. Chairman.** One member of each committee shall be elected chairman by the rest of the committee.

**Section 4. Quorum.** A majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5. Rules.** Each project steering committee may adopt rules for its own governance not consistent with these by-laws or with any rule adopted by the Board of Directors.

**Section 6. Duty to Report to Board of Directors.** Actions taken at a meeting of any project steering committee shall be reported to the Board of Directors at its next meeting following the committee meeting; except that, when the meeting of the Board of Directors is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board of Directors at its second meeting following the committee meeting.

**Section 7. Legal Responsibility Retained by Board of Directors.** The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## ARTICLE X: CONTRACTS, CHECKS, DEPOSITS AND LOANS

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes or other evidence in indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and/or the Chair.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE XI: BOOKS AND RECORDS

**Section 1. Books and Records.** The Corporation shall keep books and records of account and minutes of the proceedings of its members, Board of Directors, and executive committee, if any. The Corporation shall make available for inspection at its registered or principal office records containing the names and addresses of the directors entitled to vote.

**Section 2. Form of Records.** The books, minutes or records may be in written form or any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any records not in that form, upon the written request of any person entitled to inspect them.

**Section 3. Right of Inspection.** Any person who shall have been a Director of record for the Corporation for at least six (6) months immediately preceding that person's demand, upon at least five (5) days written demand to the Board of Directors, shall have the right for any proper purpose to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of

its Directors and record of Directors and to make extracts therefrom, at the places where such records are maintained.

## ARTICLE XII: LIABILITY, INDEMNIFICATION, AND INSURANCE

**Section 1. No Personal Liability.** The directors of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

**Section 2. Indemnification.** The Corporation may indemnify a director, officer, employee or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such director, officer, employee or agent of the Corporation because of that person's present or former capacity as a director, officer, employee or agent of the Corporation in the manner, and subject to any conditions, prescribed by section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act, to the extent of the Corporation's relevant insurance coverage. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his own intentional or negligent misconduct in the performance of his Corporation duties.

**Section 3. Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify that person under these by-laws.

## ARTICLE XIII: FISCAL COMPLIANCE

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**Section 2. Charitable Registration and Investigation Act Compliance.** The corporation shall comply with The New Jersey Charitable Registration and Investigation Act (CRIA). N.J.S.A. 45:17A-18, *et seq.*, N.J.A.C. 13:48-1 *et seq.*, which governs charities and independent professional fundraisers, fundraising counsels,

commercial co-ventures, and solicitors conducting business in N.J. A charitable organization that engages in fundraising activities that raises more than \$10,000.00 (ten thousand dollars) in the most recent fiscal year or compensates a third party for fundraising services must:

- 1) Register with the Charities Registration and Investigation Section prior to engaging in charitable solicitation activities;
- 2) File an annual financial report on fundraising activity within six months after the end of the fiscal year;
- 3) Place special language on every written solicitation and pledge reminder;
- 4) Separately register and report on other solicitation activity, such as sales promotions; and
- 5) File fundraising contracts with the state.
  - a. **Registration.** Registration requires that PJI submit a copy of its Certificate of Incorporation; Bylaws; IRS Form 1023 application; IRS Form 990 filings; tax exempt determination letter from the IRS; information about directors or trustees; and other financial information, such as a copy of an independent audit or certified financial statements (depending on the gross revenue of the organization.)
  - b. **Registration upon Exceeding Funding Threshold.** If an organization has never raised more than \$10,000.00 (ten thousand dollars) in a fiscal year and thus opted not to register, it must register within 30 (thirty) days after exceeding the \$10,000.00 (ten thousand dollar) threshold.
  - c. **Short form Registration for Gross Contributions less than \$25,000.00.** If less than \$25,000.00 (twenty-five thousand dollars) in gross contributions is received and the fundraising is conducted by volunteers or paid staff, the short-form registration statement must be initially filed and then filed annually thereafter.

- d. **Long Form Registration for Gross Contributions in Excess of \$25,000.00.** If gross contributions exceed \$25,000.00 (twenty-five thousand dollars) annually, or those using fundraising counsel or independent paid fundraisers, the long-form registration statement must initially be filed. Each year thereafter the long-form *renewal registration* statement along with the IRS Form 990 for the applicable year must be filed.
- e. **Certified Audit if Gross Contributions Exceed \$500,000.00.** If the organization has more than \$500,000.00 (five-hundred thousand dollars) in gross revenue, it must also submit a certified audit.
- f. **Commercial Co-venture Filing Requirement.** If PJI engages in a sales promotion or other activity where the charity receives a percentage of the sales, the specifics of this arrangement, known as a “commercial co-venture,” must also be filed.
- g. **Solicitation Activity Defined.** “Solicitation Activity” consists of fundraising special events, letter-writing, phone calls, personal requests to a potential donor for a contribution, websites that ask for donations and permit a donor to pledge or give online, canister or receptacle collections of money or goods for a charity, magazine, subscription drives, cookie or merchandise sales where the proceeds go to the charity, written confirmations of verbal pledges, and all-related fundraising activity, such as commercial co-ventures and charitable sales promotions.
- h. **Mandatory Language to Include in All Solicitations.** The following language is required to be conspicuously included on every printed and written solicitation, donation confirmation, receipt or written reminder of a contribution or pledge that is issued by a charitable organization, independent paid fundraiser, or solicitor concerning a solicitation or contribution on behalf of a charitable organization that is registered pursuant to the CRIA:

INFORMATION FILED WITH THE ATTORNEY GENERAL CONCERNING THIS CHARITABLE SOLICITATION AND THE PERCENTAGE OF CONTRIBUTIONS RECEIVED BY THE CHARITY DURING THE LAST

REPORTING PERIOD THAT WERE DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF THE NEW JERSEY BY CALLING (973)504-6215 AND IS AVAILABLE ON THE INTERNET AT <http://www.state.nj.us/lps/ca/charfrm.htm> REGISTRATION WITH THE ATTORNEY GENERAL DOES NOT IMPLY ENDORSEMENT.

- i. **Fundraising Contract required to Be Filed with the State at least 10 days prior to Engaging in Fundraising Activity.** At least 10 (ten) days prior to entering into a commercial co-venture for the performance of fundraising services by fundraising counsel or an independent paid or professional fundraiser, the written contracts with the fundraising professional or company must be filed with the Charities Registration and Investigation Section. Although the independent professional fundraisers and fundraising counsels must also file the contracts with the Section, this does not relieve PJI of the obligation to also file because PJI's disclosure duty cannot be delegated to the professional. Accordingly, PJI also has the obligation to file the copy of its fundraising contract to comply.


#### ARTICLE XIV: DISSOLUTION

**Section 1. Dissolution.** The Corporation may be dissolved by the Board of Directors upon unanimous recommendation of the Board of Directors. In the event of dissolution of the Corporation, its assets will be distributed to qualified 501(c)(3) organizations whose missions are consistent with the mission of Princeton Justice Initiative, Inc.

#### ARTICLE XV: AMENDMENTS

**Section 1. Amendments to By-laws.** The Board of Directors shall have the power to make, alter and repeal these by-laws with at least two-thirds (2/3) affirmative vote.

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L. Lee Mears-Parasole, Managing Director 

James Parasole, Dir. Technology/Finance 