

THE NATIONAL JUVENILE COURT FOUNDATION, INCORPORATED

BY LAWS

AMENDED AND RESTATED

Adopted by the National Juvenile Court Foundation
Board of Directors on May 4, 2015

Adopted by the National Council of Juvenile and Family
Court Judges Board of Directors on July 25, 2015

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BYLAWS

ARTICLE I LOCATION

Section 1.1. Location. The National Juvenile Court Foundation (the Foundation) shall have and continuously maintain a registered office and agent in the Commonwealth of Pennsylvania. The Foundation shall have a business office located in Reno, Nevada and such other offices as the Foundation Board of Directors (the Board) may determine.

ARTICLE II PURPOSES AND POWERS

Section 2.1. Purposes and Powers. The purposes for which the Foundation is organized are exclusively charitable, scientific or educational within the meaning of §§501 (c) (3) and 509(a) (3) of the Internal Revenue Code of 1986, as amended (the Code), including without limitation all purposes, powers and privileges conferred upon the corporation by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Foundation is organized and at all times exclusively operated to support the National Council of Juvenile and Family Court Judges (NCJFCJ) and to raise funds and accept dues, gifts, contributions bequests and endowments in the furtherance of the charitable purposes of the NCJFCJ.

Section 2.2. Exempt Organization.

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

(b) No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(c) Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under §501 (c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, or (ii) by a corporation, contributions to which are deductible for Federal income tax purposes.

(d) In the event of dissolution, liquidation or termination of the Foundation, the Board of Directors shall, after paying or making provisions for payments of all costs and liabilities thereof, distribute the remaining assets to the NCJFCJ, its supported organization, provided however that the NCJFCJ shall continue to qualify at the time of distribution, as an organization described in §501 (c)(3) of the Code, and none of the assets shall be distributed to any Director or Officer or to any private person.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Board Role and Responsibilities.

(a) The Board shall manage the business and affairs of the Foundation and shall exercise all powers of the Foundation as provided herein.

(b) The Board shall have the authority to determine the policies of the Foundation consistent with its governing documents, and shall have general charge of the property and assets of the Foundation.

(c) The Board shall delegate responsibility for day to day operations of the Foundation to its agents and committees.

(d) Members of the Board shall be responsible for making a cash contribution to the Foundation as the Board may determine and for actively seeking donors and contributors to the Foundation's charitable purposes.

Section 3.2. Board Size and Composition. The Board shall have a minimum of three and a maximum of five Directors, including three *Ex Officio* Directors and individuals from corporations, businesses, foundations or communities.

Section 3.3. Ex Officio Directors. The following persons are designated *Ex Officio* Directors. They shall have the same powers and duties, including the right to vote, as do all other Directors. *Ex Officio* Directors shall serve until their successors take office. *Ex Officio* Directors include:

(a) The President of the NCJFCJ, who shall serve as President of the Foundation.

(b) The Treasurer of the NCJFCJ, who shall serve as Treasurer of the Foundation.

(c) The Chief Executive Officer of the NCJFCJ, who shall serve as Secretary of the Foundation.

Section 3.4. Director Qualifications. Directors shall be leaders in their respective fields who are committed to the support of the NCJFCJ.

Section 3.5. Terms. A majority of the currently seated Directors of the Foundation shall have the power to appoint Directors to the Foundation Board (Appointed Directors) subject to the approval of the NCJFCJ Board, and to fill any vacancies occurring on the Foundation Board for an unexpired term. Appointments shall be made in August of each year or as vacancies may arise. Appointed Directors shall serve for three year terms commencing in August of each year, and shall be eligible to succeed themselves. *Ex Officio* Directors shall serve in conjunction with their NCJFCJ term of office.

Section 3.6. Compensation. Directors shall receive no compensation for their services as such. They may, however, receive reasonable reimbursement for appropriate expenses.

Section 3.7. Resignation. Resignation from the Board must be in writing and be received by the Secretary. The resignation shall be effective upon receipt or any later time specified therein. Acceptance of the resignation shall not be necessary to make it effective.

Section 3.8. Removal with Cause. Any Appointed Director may be removed from office by a majority vote of all Directors for gross negligence or misconduct or for failure to attend a majority of meetings held within a twelve month period.

Section 3.9. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board or the President may determine. Notice of regular meetings need not be given unless otherwise required by statute or these Bylaws.

Section 3.10. Special Meetings. Special meetings of the Board may be called by the President and shall be called at the request of a majority of the Directors. Notice of a special meeting shall be given to each Director by email, telephone or in writing at least five days before the date of the meeting.

Section 3.11. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the Board shall determine for the purposes of appointing Directors and conducting such business as may come before the meeting.

Section 3.12. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board.

Section 3.13. Proxies. Proxy votes are not permitted.

Section 3.14. Adjournment. A majority of Directors present at a meeting with or without a quorum may adjourn the meeting to another time or place. Notice of the adjournment shall be given to all Directors who were not present when the meeting was adjourned.

Section 3.15. Action without a Meeting. Any action which may lawfully be taken at a meeting of the Board may be taken without a meeting if unanimously authorized in writing by the Board.

Section 3.16. Conference Call Meetings. One or more persons may participate in any meeting of the Board by means of a conference call or similar communications technology, whereby all participants can hear each other. A Director who so participates shall be deemed to have participated in person.

Section 3.17. Conflict of Interest. The Board shall adopt a Conflict of Interest Policy that shall be reviewed annually. The Board shall also complete an annual Disclosure Questionnaire, which shall be kept together with the Foundation's records.

Section 3.18. Whistleblower Policy. The Board shall adopt a Whistleblower Policy that shall be reviewed annually and shall be kept together with the Foundation's records.

Section 3.19. Document Retention and Destruction Policy. The Board shall adopt a Document Retention and Destruction policy that shall be reviewed annually and shall be kept together with the Foundation's records.

ARTICLE IV
DIRECTOR STANDARD OF CARE
and
LIMITATION OF PERSONAL LIABILITY

Section 4.1. Standard of Care. Each Director shall stand in a fiduciary relation to the Foundation and shall perform his/her duties as a Director (including duties as a member of any committee of the Board) in good faith, in a manner reasonably believed to be in the best interests of the Foundation and with such care, including reasonable inquiry, skill and diligence that a person of ordinance prudence would use under similar circumstances.

Section 4.2. Justifiable Reliance. In performing his/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by any of the following;

(1) One or more Officers or employees of the Foundation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the professional or expert competence of such person.

(3) A duly designated committee of the Board, upon which the Director does not serve, as to matters within its designated authority, which the Director reasonably believes merit confidence.

Section 4.3. Personal Liability of Directors.

(a) A Director shall not be personally liable for monetary damages for any action taken or any failure to take action unless:

(1) The Director has breached or failed to perform the duties of his/her office under these Bylaws; and

(b) The provisions of paragraph (a) above shall not apply to a Director's responsibility or liability pursuant to any criminal statute or for the payment of local, state or federal taxes.

ARTICLE V
OFFICERS

Section 5.1. General. There shall be three Officers of the Foundation Board. The President of the NCJFCJ shall concurrently serve as President of the Foundation. The Treasurer of the NCJFCJ shall concurrently serve as Treasurer of the Foundation Board, and the Secretary of the NCJFCJ shall concurrently serve as the Chief Executive Officer of the Foundation. The Treasurer and Secretary shall each serve until his/her successor qualifies and takes office. The Officers of the Foundation shall have such other powers and perform such other duties as may be assigned to them by the Board.

Section 5.2. Term. All Officers of the Foundation shall hold office until their successors are qualified and take office.

Section 5.3. President. The President shall convene regularly scheduled Board meetings and shall preside over meetings or arrange for another Officer to preside in his/her absence.

Section 5.4. Treasurer. The Treasurer shall make a report at each Board meeting, chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans and work with the NCJFCJ Finance Director to make financial information available to Directors and the public, as well as discharge such other duties as may from time to time be assigned by the Board.

Section 5.5. Secretary. The Secretary shall attend all Board meetings, assure that corporate records are properly maintained, maintain minutes of Board meetings, distribute copies of minutes, agendas and related materials to Board members and provide necessary meeting notices. The Secretary shall report to the Board and perform such other duties as the Board may designate.

Section 5.6. Chief Executive Officer. The Chief Executive Officer shall have day-to-day responsibilities for managing the business of the Foundation and shall carry out the goals and policies of the Foundation. The Chief Executive Officer shall also serve as Secretary of the Foundation and, as such, shall carry out the duties set forth in the applicable job description, including such other duties as the Board may designate. The Chief Executive Officer of the Foundation shall concurrently be the Chief Executive Officer of NCJFCJ and shall be employed by the Board of Directors of the NCJFCJ.

Section 5.7. Resignations. Any Officer may resign at any time by giving written notice to the Board or to the Secretary. The resignation shall be effective upon receipt or any later time specified therein. Acceptance of the resignation shall not be necessary to make it effective.

Section 5.8. Removal. Any Officer or other agent of the corporation may be removed, either for or without cause by the Board whenever, in its judgment, the best interests of the Foundation will be served thereby. Such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE VI COMMITTEES

Section 6.1. Foundation Committees. The Foundation Board may create committees as needed or as it deems appropriate. Such committees may include: finance; investment; annual campaign; capital campaign; planned giving; major gifts; foundation outreach; outreach assessment; and donor stewardship. The Board President shall appoint all committee chairs, and each committee shall serve at the pleasure of the Board. The President shall serve as a member *Ex Officio* of each committee.

Section 6.2. Foundation/NCJFCJ Committees. The finance, audit and governance committees shall be joint committees of the Foundation and the NCJFCJ.

Section 6.3. Audit Committee. The NCJFCJ Audit Committee shall serve concurrently as the Foundation's Audit Committee and shall monitor the Foundation's internal controls and operations and act as liaison with the independent auditor.

ARTICLE VII
INDEMNIFICATION

Section 7.1. Indemnification of Directors, Officers and Other Authorized Representatives. To the extent that any Director, Officer or other authorized representative of the Foundation has been successful on the merits or otherwise in defense of any action or proceeding or in defense of any claim in which he/she acted in good faith and in a manner reasonably believed to be in and not opposed to the best interests of the Foundation, he/she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred in connection therewith to the fullest extent permitted by the law.

Section 7.2. Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 7.01 herein shall be made by the Foundation only as authorized upon determination that the indemnification is proper. Such determination shall be made (i) by the Board by majority vote of a quorum consisting of Directors who were not parties to the action, or (ii) by independent legal counsel in a written opinion if no quorum is available.

Section 7.3. Advancing Expenses. Expenses incurred in defending a civil or criminal action may be paid by the Foundation in advance of its final disposition if authorized by the Board. In that case, the representative shall undertake to repay that amount unless it is ultimately determined that he/she is entitled to be indemnified by the Foundation.

ARTICLE VIII
MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of the Foundation shall be the twelve month period ending on the 30th day of September or on the same date as the fiscal year of the NCJFCJ.

Section 8.2. Independent Audit. The Foundation shall be audited at least once during each fiscal year by reputable and independent certified public accountants. The audit shall be approved by the Board.

Section 8.3. Checks. All checks, drafts and orders for the payment of money shall be signed in the name of the Foundation and shall be signed by the signatories of the Foundation, which shall be same as the signatories of the NCJFCJ.

Section 8.4. Contracts. Except as otherwise provided herein, the Board may authorize any Officer to enter into any contract or to execute and deliver any instrument on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 8.5. Annual Report of the Board. The Board shall direct the Treasurer to represent at the annual meeting a report showing the following in appropriate detail:

(a) The assets and liabilities, including trust funds, of the Foundation as of the end of the fiscal year immediately preceding the date of the report;

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the data of the report.

Section 8.6. Minutes. Minutes of meetings shall be kept permanently for all meetings of the Board.

Section 8.7. Orders and Rules. Standing orders and rules of practice consistent with the Foundation's governing documents may be prescribed by the Board in order to facilitate the conduct of business by the Foundation. The Secretary shall keep such orders and rules, if any, in permanent written form, properly indexed as part of the permanent records of the Foundation. Such orders and rules shall govern and control the administration of the activities and affairs of the Foundation.

Section 8.8. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer or designated agent of the Foundation, against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Foundation would have the power to indemnify them against such liability under the provisions of these Bylaws or under Pennsylvania law as may be amended from time to time.

ARTICLE IX

FUNDAMENTAL CHANGES AND AMENDMENT

Section 9.1. Fundamental Changes. All fundamental changes shall be authorized and approved by a two-thirds majority of the Foundation Board, subject to the approval of NCJFCJ at a meeting called for such purpose where a quorum is present. For the purposes of these bylaws, the term "fundamental changes" shall mean each of the following corporate acts: (i) Adoption of Amended Articles of Incorporation; (ii) Merger, Consolidation and Sale of Assets; (iii) Division; (iv) Conversion; (v) Voluntary Dissolution and Winding up; and (vi) Involuntary Liquidation and Dissolution. Approvals from both the Foundation and the NCJFCJ Board shall be sought for any proposed change to the charitable purposes of the Foundation.

Section 9.2. Amendment. The Bylaws may be altered, amended, added to or repealed by a two thirds majority vote of all the Foundation's Directors, subject to the approval of the Board of the NCJFCJ. Written notice of any proposed amendment shall be submitted in writing to the Secretary thirty days before the meeting where the changes will be considered and voted upon. Notice may be given by email, and voting may be done by email.