

**BY-LAWS OF  
DUIDLA JUSTICE FOUNDATION, INC**

ARTICLE I

CORPORATE IDENTITY

Section 1. The name of this corporation is The DUI Defense Lawyers Justice Foundation, Inc. which shall be hereinafter referred to as “The DUIDLAJF” or “The Foundation.”

Section 2. The principal offices of this corporation shall be 1415 Marlton Pike East, Suite 200 Cherry Hill, NJ 08034 unless otherwise designated by a majority vote of the DUIDLAJF Board of Trustees.

Section 3. The registered agent of this corporation shall be Evan Levow at 1415 Marlton Pike East, Suite 200 Cherry Hill, NJ 08034 unless otherwise designated by a majority vote of the DUIDLAJF Board of Trustees. The corporation shall have and continuously maintain in the State of New Jersey a registered office and a registered agent.

Section 4. Said organization is organized exclusively for charitable, educational, and scientific purposes, including for example including such purposes as 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 federal tax code as well, as making gifts for educational purposes for the benefit of those who are members of the DUIDLA. (Please see Article IX for additional Tax Code declarations.)

Section 5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, or officers, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered on behalf of the Board by outside non-affiliated vendors, and to make payments and distributions, in furtherance of the purposes set forth in the purpose clause hereof. Specifically, the Foundation cannot pay for the travel, lodging, food or per diem for its Trustees.

Section 6. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and/or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II

MEMBERSHIP

Section 1. The DUIDLAJF shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 1. A Board of Trustees shall control the business and affairs of this Foundation. The Board of Trustees shall have all power and authority provided by law for 501 (c) (3) entities.

Section 2. The number of voting trustees shall be seven.

Section 3.

i. With the exception of the appointed founding members of the Board of Trustees, trustees shall be elected for a term of three years, and shall serve such term and beyond, until a successor is elected.

ii. The Board of Trustees shall consist of six members of DUIDLA, each in good standing with DUIDLA and none of which currently serve as a member of the DUIDLA Board of Directors, and one member of the DUIDLA Board of Directors, in good standing with DUIDLA, selected by the current President of the Board of Directors of DUIDLA. Upon the inauguration, the incoming President of DUIDLA shall have the option to retain or make a new appointment notwithstanding the term being served.

ii. The Founding Board of Trustees shall consist of the following members: the initial six non-DUIDLA Board members of the DUIDLAJF shall be William "Bubba" Head (Atlanta, GA), Linda M. Callahan (Seattle, WA), Josh D. Lee (Vinita, OK), Justin J. McShane (Harrisburg, PA), Timothy Huey (Columbus, OH) and Barton Morris (Royal Oak, MI). The initial member of the DUIDLAJF serving on the Board of Directors of DUIDLA shall be Evan Levow (Cherry Hill, NJ).

iii. In order to implement staggered terms for members of the Board of Trustees, founding members shall be appointed for the following terms: Justin J. McShane and Timothy Huey shall be appointed for a term of one year, then those positions will be subject to a vote by the DUIDLA membership. The winner will be the majority vote holder. William C. Head and Linda M. Callahan shall be appointed for a term of two years, then those positions will be subject to a vote by the membership. The winner will be the highest vote getter for the position. Josh D. Lee and Barton Morris shall be appointed for a term of three years, then those positions will be subject to a vote by the membership. The winner will be the majority vote holder. Subsequently, all members of the board of trustees shall be elected for a term of three years, from the membership of DUIDLA, by a majority vote of the DUIDLA general membership.

Section 4. A simple majority of the voting trustees, present and in person, shall constitute a quorum for the transaction of business at any meeting of the Board, except that if less than such number of voting trustees is present at such meeting, a majority of the voting trustees present may adjourn the meeting from time to time without further notice until a quorum is present. In no event shall a quorum be called in any meeting with less than one-third of the voting trustees present.

Section 5. The Board of Trustees shall meet annually and as needed. Members are considered "present" at meetings and may conduct business at meetings in person or by alternative means such as, but not limited to, email, Skype, Facetime, Google Hangouts or telephone conference. Members shall receive a minimum of 72 hours notice of a Board of Trustee meeting, unless the meeting is designated as an emergency by the current President of the Board.

Section 6. In the event of a mid-term vacancy of any position on the Board, the vacancy may be filled by nomination of a substitute in open meeting of the Board. The Board of Trustees as a whole, if otherwise present in quorum, shall vote on the successor trustees, who shall be nominated from among the then-existing general membership of the DUIDLA. Simple majority vote of the Board of Trustees quorum will win.

Section 7. The term of a trustee shall be declared vacant by virtue of that trustee's unexcused failure to be present, as defined in Section 5 of Article III, at three consecutive board meetings.

## ARTICLE IV

### CORPORATE ACTION

Section 1. The act of the majority of voting trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 2. No action of the Board of Trustees shall be valid unless taken at a meeting at which a quorum is present, as defined in Article III, Section 5.

Section 3. The president, or in his or her absence, the secretary, shall preside at meetings of the Board of Trustees. The Board of Trustees may adopt its own rules of procedure which shall be consistent with the bylaws. In the absence of such board-adopted rules of procedure, the most current published version of Robert's Rules of Order shall govern meeting procedure and decorum.

## ARTICLE V

### OFFICERS

Section 1. The officers of the corporation shall be President, Secretary, and Treasurer.

Section 2. The officers of the corporation shall be elected annually by the Board of Trustees, immediately following the election of trustees, at the regular annual meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected.

Section 3. President. Subject to the control of the Board of Trustees, the president shall have general supervision of the affairs of the foundation. The president shall preside at all meetings of the Board of Trustees, and shall have such other duties as prescribed by the board.

Section 4. Secretary. The secretary shall act as secretary of all meetings of the Board of Trustees and be responsible for minutes of all meetings. If the meeting is by email, then the minutes shall be the printed emails in whole and as preserved. The secretary shall perform such additional duties as shall be assigned by the Board.

Section 5. Treasurer. The treasurer shall serve without bond and be responsible for the accounting of all monies of the foundation, including depositing and/or investing them in accordance with measures adopted by the board. The treasurer shall also have the responsibility to preserve and maintain the records as required for annual audit and shall file forms 990 or 990EZ, and other forms required by both the Internal Revenue Service as well as the state corollary. The treasurer shall have such additional powers and duties as may be assigned by the Board.

## ARTICLE VI

### COMPENSATION

Section 1. Neither the trustees of the foundation, nor officers thereof, shall receive, directly or indirectly, any compensation for their service. Provided, nothing herein shall prevent reimbursement for expenses incurred on behalf of the foundation and affirmed by vote. Specifically disavowed as reimbursable expenses shall be costs associated with any in-person meetings such as travel and lodging.

## ARTICLE VII

### CORPORATE OBJECTIVES

Section 1. The objectives of this Foundation shall be:

- a. To receive, raise and administer funds for scientific, educational and charitable purposes and, to that end, to take and hold by bequest, devise, grant, gift, purchase or otherwise, property or other items of value, and to invest, reinvest or hold, along with the principal or income thereof, in such manner that, as in the judgment of the Board of Trustees, will best promote the purposes of the Foundation, except such limitations, if any, as may be contained in the instrument under which such property is received, the articles of Incorporation, these Bylaws, or applicable law.
- b. Without limitation on the foregoing, a principle purpose of this foundation shall be to grant scholarships for participation in DUI defense educational programs for DUIDLA members who are unable to pay the costs of such participation, with the goal of providing a higher quality of representation for their clients. Such scholarships may include tuition, reasonable meals, travel, and/or lodging expenses at the Board's discretion. In addition to granting such scholarships, the Foundation's purpose includes alternate means of serving the goal of fostering a higher quality of representation for clients of DUIDLA members.
- c. To do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for this foundation to do or exercise under and pursuant to the laws of the State of New Jersey for the purpose of accomplishing any of the purposes of this foundation.
- d. The purposes for which this Foundation is organized shall be confined to those which are scientific, educational and charitable in aid of academic pursuits of the members of DUIDLA.
- e. The Foundation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the foundation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- f. Discretionary funding of any endeavor by this Foundation shall not be subject to the control of outside entities, either public or private. It is the duty of the trustees, and each of them, to protect and preserve the autonomy of both the Foundation and its assets.

## ARTICLE VIII

### MISCELLANEOUS

Section 1. Corporate seal. The Board of Trustees shall agree upon a corporate seal, which seal shall be in the charge of the Secretary and shall be inscribed with the Foundation's official name, and that seal shall be subject to use only by the trustees in promoting the goals of the Foundation, and otherwise only by express written permission from the Treasurer of the Foundation after consultation and approval by majority vote of the Board of Trustees.

Section 2. The Board shall make available a written report annually to the public.

Section 3. The Bylaws may be amended by the affirmative vote of the majority of the qualified trustees present and voting at any meeting at which a quorum is present. No action shall be taken to amend any bylaw unless written notice of the proposed amendment (s) shall have been given to the Board of Trustees at least ten days prior to the meeting delivered by first class mail to their address of record or a minimum of 48 hours prior to the meeting if the notice is delivered personally.

Section 4. It is the intention of the Foundation to conduct its affairs in such a manner as to maximize the opportunity for input by the DUIDLA membership and utilize the talents and abilities of all to the greatest extent possible.

Section 5. Notwithstanding the foregoing, the liabilities and responsibilities of the Board of Trustees shall not be diminished, delegated or abdicated.

Section 6. An annual meeting shall be held at such date and time and place as the board shall determine.

Section 7. Other than the Annual meeting, the Board shall call meetings of the Board from time to time, as it deems necessary or advisable.

Section 8. Notice of the annual meeting shall be given to board members not more than sixty days nor less than thirty days in advance. Notice of all other meetings will be given in as far advance as possible.

Section 9. Trustees may waive notice of meeting in writing. Such written waiver shall become a part of the minutes.

Section 10. Nothing in this article shall prohibit action taken by telephonic meeting of the trustees should the circumstances warrant. All such actions shall be recorded in the minutes of proceedings and reported to the membership at large at the next regular meeting.

Section 11. Authority to Collect Funds. After incorporation and after initial monies are received, the organization shall establish a federally insured banking account.

Section 12. Checks. All checks or demands for money and notes of the Foundation shall be signed by such trustees or trustee as the Board of Trustees may from time to time designate. In the absence of such designation, signatures shall be of the treasurer and one other voting member.

Section 13. Fiscal Year The fiscal year shall begin on the first day of January.

## ARTICLE IX

### CHARITABLE PURPOSE STATEMENT AND DECLARATIONS AND RESTRICTIONS

Section 1. The Trustees shall observe all restrictions on funds or other property constituting part of the Foundation.

Section 2. The Foundation shall, in all things, act or refrain from acting so as not to subject itself to taxes imposed by 4941 (Self-dealing), 4942 (failure to distribute income), 4944 (investments jeopardizing charitable purposes) or 4945 (taxable expenditures) of the IRC or corresponding portions of federal internal revenue law.

Section 3. It is intended that the Foundation qualify for exemption from income tax under section 501(c)(3) of the Code and that it qualify as a public charity within the meaning of section 509(a) of the Code. Accordingly, the Foundation shall operate under the restrictions imposed thereby, and in accordance with all rules, regulations and law applicable to such tax-exempt organizations.

Section 4. All scholarships and grants shall be awarded in an objective and non-discriminatory manner in accordance with guidelines established by the trustees and with the Foundation's conflict of interest policy. In no event shall any scholarship be awarded to any trustee or employee of the trustee or any member of the immediate family (parent, child, sibling or spouse) of any trustee.

Section 5. Upon the termination of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities (if any) of the Foundation, dispose of all of the assets of the Foundation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an

exempt organization or organizations under section 501(c)(3) of the Code, as the trustees shall determine and as may be required under the laws of the State of New Jersey.

Section 6. In the event that the Foundation is a private foundation as that term is defined in section 509 of the Code, then notwithstanding any other provisions hereof, the following provisions shall apply:

The trustees shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code. The trustees shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE X

##### INDEMNIFICATION

Section 1. Mandatory Indemnification. The Foundation shall indemnify a trustee or former trustee, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a trustee of the Foundation against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2. Permissible Indemnification. The Foundation shall indemnify a trustee or former trustee made a party to a proceeding because he or she is or was a trustee of the Foundation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

#### ARTICLE XI

##### CHOICE OF LAW AND FORUM FOR DISPUTES

The litigation of any aspects covered directly or indirectly by these bylaws shall be litigated exclusively based upon the statutes and developed case law of the state of New Jersey. All litigation of any aspects covered directly or indirectly by these bylaws shall be litigated in Camden County, Superior Court of New Jersey, Chancery Part.

#### ARTICLE XII

The foregoing Bylaws, after having been read, article by article, were adopted by the interim Board of Trustees and certified by the interim secretary of the DUIDLAJF at the meeting held on the July 31, 2014. The interim board pledges that these by-laws shall be submitted for ratification by the duly elected post-incorporation trustees as early as practicable.