



## AMENDED AND RESTATED BYLAWS

### OF

## AMAZING GRACE CHILDREN'S FOUNDATION INC.

### ARTICLE 1 – NAME AND OFFICE

**Section 1.1 Name; Registered and Principal Offices.** The name of this corporation is AMAZING GRACE CHILDREN'S FOUNDATION INC. (hereinafter referred to as the “**Corporation**”). The Corporation was formed under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 *et seq.*) (as amended from time to time, the “**Act**”). The registered office of the Corporation shall be located within the State of New Jersey as set forth in the Corporation's Certificate of Incorporation. The Board of Trustees may at any time change the registered office by making the appropriate filing with the Department of the Treasury, Division of Revenue and Enterprise Services. The principal office of the Corporation may also be designated by the Board of Trustees, which may be the same as the registered office.

**Section 1.2 Other Offices.** The Corporation may also have other offices at any places, within or without the State of New Jersey, as the Board of Trustees may designate, or as the business of the Corporation may require or as may be desirable.

**Section 1.3 Books and Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be maintained on any information storage device or method; provided that the records so kept can be converted into readable form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

### ARTICLE 2 – PURPOSES

**Section 2.1** The Corporation has been organized and shall be operated for the charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding Treasury Regulations, as amended, set forth in its Certificate of Incorporation.

### ARTICLE 3 – MEMBERS

**Section 3.1 Members.** The Corporation shall have no Members.

### ARTICLE 4 – TRUSTEES

**Section 4.1 Number.** The number of Trustees shall be an odd number not less than three nor more than 12, with the actual number of trustees to be fixed by the Board of Trustees from time to time, and may be increased or decreased from time to time by an amendment to these bylaws. No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee. The number of Trustees as of the Effective Date shall be seven.

**Section 4.2 Qualifications.** All Trustees shall be at least eighteen years of age. Trustees need not be residents of the State of New Jersey. To be considered for election to the Board of Trustees, an individual shall have evidenced a desire to render public service to the community and population served by the Corporation by serving on the Board of Trustees of the

Corporation and shall not have an interest in the Corporation for financial gain. Persons who are involved in the administration of the Corporation shall also be eligible for election to the Board of Trustees. Trustees shall serve without remuneration, except that traveling and other proper expenses incurred by a member of the Board of Trustees for the business and welfare of the Corporation may be reimbursed from the Corporation's operating funds in accordance with policies adopted by the Board of Trustees from time to time in accordance with applicable law.

**Section 4.3 Powers and Duties.** Subject to the Act, the provisions of these Bylaws, and the Certificate of Incorporation of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees.

**Section 4.4 Term.** Each Trustee shall hold office for a term of two years and until the Trustee's successor shall have been elected and qualified. A meeting of the Board of Trustees for the purpose of electing Trustees shall be held at least once every two years. The term of office of any Trustee shall commence on the date of the Board of Trustees' annual meeting at which such Trustee was elected. There will be no limitation on the number of terms that a Trustee may serve.

**Section 4.5 Removal.** Any one or more Trustee(s) (but not the entire Board of Trustees) may be removed for cause by the affirmative vote of a majority of the entire Board of Trustees. For the avoidance of doubt, a trustee's absence from four consecutive regular meetings of the Board of Trustees shall constitute cause for removal.

**Section 4.6 Vacancies.**

(a) Unless otherwise provided in the Certificate of Incorporation, (i) any eligible Trustee not filled at the biennial meeting, and (ii) any vacancy, however caused, occurring in the Board of Trustees, may be filled by the affirmative vote of a majority of the remaining Trustees, even though less than a quorum, or by the sole remaining Trustee. Newly created trusteeships resulting from an increase in the size of the Board of Trustees shall be filled by the affirmative vote of a majority of the entire Board of Trustees. A Trustee elected to fill a vacancy shall hold office until the next succeeding biennial meeting of Trustees and until his successor shall have been elected and qualified.

(b) When one or more Trustees resign from the Board of Trustees effective at a future date, the Trustees then in office, including those who have so resigned, shall have the power by majority vote to fill the vacancies before they occur, the vote thereon to take effect when the resignations become effective.

**Section 4.7 Resignation.** Any Trustee may resign at any time by giving written notice of resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, then it shall become effective immediately upon its receipt by the Corporation. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

**Section 4.8 Meetings.**

(a) Annual and Special Meetings. An annual meeting of the Board of Trustees shall be held on such day and at such time and place as may be designated by the Board of Trustees. Other regular meetings of the Trustees may be held at such times and places within

or outside the State of New Jersey as the Trustees may fix. Special meetings of the Board of Trustees may be called at any time by the President, the Chairperson of the Board of Trustees, or at the written request of any two Trustees, which request has been filed with the Secretary of the Corporation.

(c) Participation. Members of the Board of Trustees or any committees designated by the Board of Trustees may participate in a meeting of the board or committee by means of telephone conference or similar communications technology by which all persons participating in the meeting are able to hear each other, provided that proper notice of such meeting has been given to all Trustees.

(d) Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the Board of Trustees or the committee, as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Trustees or committee duly held for all purposes and may be stated as such in any certificate or document. The Secretary of the Corporation shall file the consents with the minutes of the meetings of the Board of Trustees or of the committee, as the case may be.

**Section 4.9 Notice of Meeting.** All special meetings of the Board of Trustees and any committee thereof shall be held upon notice stating the date, place and time of the meeting given to each applicable Trustee or personally, by telephone or voice mail, by first-class mail, by electronic transmission, or by messenger or delivery service at least give days before the day of the meeting. If mailed, such notices shall be deemed to be delivered when deposited within the United States Postal Service or other postal carrier in a sealed envelope so addressed with sufficient postage thereon prepaid. Any Trustee may waive notice of any meeting either before or after the time of the meeting. The attendance of a Trustee at a meeting without protesting prior to the conclusion of the meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted, nor the purpose of any special meeting of the Board of Trustees or committee must be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed 10 days in any one adjournment.

**Section 4.10 Voting; Quorum.** At all meetings of the Board of Trustees, each Trustee shall have one vote and all matters shall be determined by majority vote of those present, except as otherwise required in the Certificate of Incorporation, by these Bylaws, or by law. The participation of Trustees with not less than a majority of votes of the entire Board of Trustees or committee thereof, as applicable, shall constitute a quorum for the transaction of business. Any action approved by a majority of the votes of Trustees present at a meeting of the Board of Trustees or committee thereof, as applicable, at which a quorum is present shall be the act of the Board of Trustees or such committee, unless a greater number is required under the Certificate of Incorporation, these bylaws, or any applicable laws of the State of New Jersey.

**Section 4.11 Committees.**

(a) The Board of Trustees, by resolution duly adopted by a majority of the members of the entire Board, may appoint from among the current Board of Trustees an executive committee or one or more other committees, each of which shall have at least one or

more members. The resolution appointing each such committee shall specify the number of members of such committee, the authority that such committee may exercise on behalf of the Board, and the term of such committee's existence.

(b) Each committee, to the extent solely composed of members of the Board of Trustees and as permitted by applicable law, shall have and may exercise all authority of the Board of Trustees, except that no committee shall have the authority to do any of the following: (i) make, alter, or repeal any bylaw of the Corporation, (ii) elect or appoint any Trustee, or remove any officer or Trustee, or (iii) amend or repeal any resolution previously adopted by the Board of Trustees.

(c) The Board of Trustees, by resolution adopted by a majority of the entire Board, may: (i) fill any vacancy in any committee; (ii) appoint one or more Trustees to service 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; (iii) abolish any committee at its pleasure; and (iv) remove any Trustee from membership on a committee at any time, with or without cause.

(d) All committees shall keep minutes of their proceedings. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

(e) The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

## **ARTICLE 5 – OFFICERS**

**Section 5.1 Composition and Qualification.** The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, a Chairperson of the Board of Trustees, and such other officers, including assistant officers and agents and a Vice Chairperson of the Board of Trustees, as the Board of Trustees may, from time to time appoint. The officers shall be chosen from among members of the Board of Trustees. The Board of Trustees shall be empowered to appoint such additional officers as it deems necessary from time to time for the proper operation of the Corporation, and they shall serve at the discretion of the Board of Trustees. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged, or verified by two or more officers.

**Section 5.2 Term of Office.** The term of office of each Officer shall commence upon his or her election or appointment to such office, and run until his or her successor is elected and takes office, or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Trustees.

**Section 5.5 Resignation and Removal.**

(a) Any officer may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, then it shall take effect immediately upon its receipt by the President or Secretary. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

(b) Any officer of the Corporation elected or appointed by the Board may be removed by the Board with or without cause by not less than a majority of the votes of Trustees present at a duly called meeting of the Board of Trustees. Removal of any officer without cause shall be without prejudice to that officer's contract rights, if any.

#### **Section 5.6 President; Vice President.**

(a) The President shall preside at all meetings of the Board of Trustees and on public occasions. The President shall acquaint himself or herself with the state, interest and wants of the Corporation, and in all ways by his or her reports and supervision seek to protect the property and promote the welfare of the Corporation. The President shall be a member of all committees of the Board of Trustees. The President's annual report, which shall be prepared in writing and made available for the annual meeting of the Corporation's Board of Trustees, shall present the work and needs of the Corporation. Provided that such action has been properly authorized by the Board of Trustees, the President may execute and deliver, or authorize other officers to execute and deliver, legal documents, and bind the Corporation to same, relating to the business and financial affairs of the Corporation. The President shall also be charged with seeing that all orders and resolutions of the Board of Trustees are carried into effect.

(b) The Vice President shall share the executive and administrative duties assigned to the President in such manner as shall be agreed upon by these officers. The Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform other duties as the Board of Trustees or President shall assign.

**Section 5.7 Treasurer.** The Treasurer shall oversee all funds of the Corporation. The Treasurer shall oversee the Corporation's accounting system and budget, and shall ensure that reports of significant financial transactions are presented to the Board of Trustees (or any committee of the Board charged with the review of such transactions), and that reports are made to the Board of Trustees regarding all Corporation expenditures. If the Board of Trustees appoints a Finance Committee, the Treasurer shall act as Chair of the Finance Committee.

**Section 5.8 Secretary.** The Secretary shall keep full minutes of all meetings of the Board of Trustees. The Secretary shall attend all sessions of the Board of Trustees, shall act as Clerk thereof and record all votes and the minutes of all proceedings in a book kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and shall notify officers and members of the committees of their election or appointment and shall in general perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall conduct the correspondence of the Board of Trustees under direction of the Board of Trustees. If the Corporation has a Seal, the Secretary shall, with the President or other officer expressly authorized, sign legal papers, contracts or certificates requiring the Seal of the Corporation; he or

she shall have custody of the Seal of the Corporation and shall affix the Seal in the name of the Corporation whenever required.

## **ARTICLE 6 – INDEMNIFICATION**

**Section 6.1 Indemnification.** To the fullest extent permitted by laws of the State of New Jersey in effect on the date hereof, or as such laws may from time to time hereafter be amended to increase the scope of such permitted indemnification, the Corporation shall advance or reimburse expenses to and indemnify corporate agents against liabilities actually incurred by the corporate agent in any proceeding involving the corporate agent by reason of his or her being or having been a corporate agent. The terms “corporate agent”, “expenses”, “liabilities” and “proceeding” shall have the meanings set forth in Section 15A:3-4(a)(1) of the Act, as the same may be amended.

**Section 6.2 Advancing Expenses.** Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding as authorized by the Board of Trustees upon receipt of an undertaking by or on behalf of the corporate agent to repay the amount unless it shall ultimately be determined that the agent is entitled to be indemnified as provided in these bylaws.

**Section 6.3 Scope of Bylaws.** The indemnification and advancement of expenses provided by or granted pursuant to this Article 6 shall not exclude any other rights to which a corporate agent may be entitled under the Certificate of Incorporation, these bylaws, agreement, or otherwise; provided that no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or missions (a) were in breach of his or her duty of loyalty to the Corporation, (b) were not in good faith or involved a knowing violation of law, or (c) resulted in receipt by the corporate agent of an improper personal benefit.

## **ARTICLE 7 – FISCAL YEAR**

**Section 7.1 Fiscal Year.** The Fiscal Year of the Corporation shall be the calendar year.

## **ARTICLE 8 – AMENDMENT OF CORPORATE DOCUMENTS**

**Section 8.1 Amendment of Certificate of Incorporation.** The Certificate of Incorporation may be amended, repealed, or otherwise altered at any regular or special meeting of the Trustees at which a quorum is present by a two-thirds vote of the Trustees attending. The notice of any meeting at which action shall be taken to alter the Certificate of Incorporation shall include a copy of the proposed amendment or a summary of the changes proposed to be made.

**Section 8.2 Amendment of Bylaws.** These Bylaws may be amended, supplemented, restated, revised or repealed by the affirmative vote of a majority of the entire Board of Trustees.

## **ARTICLE 9 – MISCELLANEOUS**

**Section 9.1 Nondiscrimination.** Whenever reference in these Bylaws is made to the masculine pronoun or proper noun, it should be construed to include both the masculine and the feminine gender. In addition to its affairs and conduct of its business, the Corporation shall not

discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap.

**Section 9.2 Conflicts.** These Bylaws are subject to the provisions of the Act and the Certificate of Incorporation of the Corporation, as such corporate documents may be amended from time to time. If any provision of the Bylaws is inconsistent with a provision in the Act or in the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

**Section 9.3 Emergency Bylaws.** The emergency bylaws provided in this Section 9.3 shall be operative during an emergency in the conduct of business of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Act. To the extent not inconsistent with the provisions of this Section, all other bylaws shall remain in effect during such emergency and upon its termination the emergency bylaws shall cease to be operative. During any such emergency:

(a) A meeting of the Board of Trustees or a standing committee thereof may be called by any officer or Trustee of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Trustees as it may be feasible to reach by any available means of communication, including publication or other means of mass communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Trustees or standing committee thereof, a quorum shall consist of the number of Trustees in attendance at such meeting. The Board of Trustees may also designate a list approved by the Board before the emergency of officers or other persons to be deemed Trustees for any meeting to the extent required to provide a quorum at any meeting of the Board for a period of time not longer than reasonably necessary after the termination of the emergency.

(c) The Board of Trustees, either before or during any such emergency, may, (i) effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do; and (ii) designate lines of succession in the event that, during such an emergency, any or all officers or agents of the Corporation shall be rendered incapable of discharging their duties.

(d) These emergency bylaws shall be subject to repeal or change by further action of the Board of Trustees. Any amendment of these emergency bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

(e) No officer, Trustee or employee acting in accordance with any emergency bylaw shall be liable except for willful misconduct. No officer, Trustee or employee shall be liable for any action taken by him or her in good faith in such an emergency in furtherance of the ordinary business affairs of the Corporation even though not authorized by the bylaws then in effect.

**Section 9.4 Effective Date.** These Amended and Restated Bylaws were approved and adopted by the Board of Trustees on \_\_\_\_\_, 20\_\_ (the “**Effective Date**”).



