

BY LAWS
of
THE FOUNDATION OF THE ROCKLAND COUNTY
BAR ASSOCIATION, INC.

ARTICLE I

NAME AND
PRINCIPAL OFFICE

SECTION 1. The name of the corporation is "THE FOUNDATION OF THE ROCKLAND COUNTY BAR ASSOCIATION, INC."

SECTION 2. The principal office of the corporation shall be in Rockland County, New York at a location as the board of directors may determine.

ARTICLE II

OBJECTS AND PURPOSES

SECTION 1. The objects and purposes of the corporation shall be:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes hereinafter set forth, any property, real, personal or mixed, or any undivided interest therein without limitation as to amount or value, to convey, sell or otherwise dispose of such property, and to invest, reinvest, and deal with the same in such manner as in the judgment of the directors will best promote the purpose of the corporation, subject to the limitations, if any, as are or may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds.

(b) To apply its income and, if the corporation so decides, all or any part of its principal, to the use of the Foundation of the Rockland County Bar Association, Inc., for the following educational, literary, scientific and charitable purposes or any of them:

(1) To facilitate and improve the administration of justice;

(2) To facilitate the cultivation and diffusion of knowledge and understanding of the law and the promotion of the study of the law and the science of jurisprudence and research therein, through the maintenance of a law library, and the publication of addresses, essays, treaties, reports and other literary works by students and teachers of the law;

(3) To provide for the acquisition, preservation and exhibition of rare books and documents, sculptures, paintings, and other objects of art and historical interest relating to the law, the courts and the legal profession, and for legal aid;

(c) To establish, conduct and operate charitable programs.

SECTION 2. In furtherance of the objects and purposes of the corporation contained above and in its certificate of incorporation, the corporation shall have all of the general powers set forth in Section 202 of the Not-For-Profit Corporation Law or any successor statute.

SECTION 3. Notwithstanding any other provisions of the certificate of incorporation or these by-laws, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted or carried on by a corporation exempt from federal income tax under IRC § 501(c) (3) or corresponding provisions of any subsequent federal tax laws.

SECTION 4. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

SECTION 5. No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC § 501(h)), and the corporation will not participate or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SECTION 6. In the event of dissolution of the corporation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to other organizations exempt under IRC § 501(c) (3), or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

SECTION 7. In any taxable year in which the corporation is a private foundation as described in IRC § 501(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC § 4942 and the corporation shall not:

- (a) Engage in any act of self-dealing as defined in IRC § 4941(d) or retain any excess business holdings as defined in IRC § 4943(c);
- (b) Make any investments in such manner as to subject the corporation to tax under IRC § 4944; or
- (c) Make any taxable expenditures as defined in IRC § 4945(d) or corresponding provisions of any subsequent federal tax law.

ARTICLE III

MEMBERS AND MEETING OF MEMBERS

SECTION 1. Members. Individuals who are elected or ex officio members of the board of directors of the Foundation of the Rockland County Bar Association, Inc. shall be, and by the effect of their being such directors, without any action on the part of this corporation, shall become members of this corporation. The election, appointment or designation of an individual as a director of the Foundation of the Rockland County Bar Association, Inc. , shall likewise be an admission of such individual to membership in the corporation. None of such individuals shall continue to be a member of the corporation after ceasing to be a director of the Foundation of the Rockland County Bar Association, Inc. Any individual who ceases to be a director of the board of directors of the Foundation of the Rockland County Bar Association, Inc. shall, at the same time, cease to be a member of this corporation and shall have no further right, title and interest in or to this corporation or its property nor any further right to membership. Each member shall be entitled to one vote. Except for the election of directors, whenever any corporate action is to be taken, it shall be authorized by a majority of the votes cast by members entitled to vote thereon unless the certificate of incorporation provides otherwise.

SECTION 2. Quorum. Two-thirds of the members entitled to cast votes shall constitute a quorum at any meeting of the members, but less than such quorum shall have power to adjourn.

SECTION 3. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Any such proxy shall conform to the provisions of the Not-For-Profit Corporation Law of the State of New York and be in form acceptable to the board of directors.

SECTION 4. Annual Meeting. The annual meeting of the members of the corporation for the election of officers and directors, and for such other business as properly may come before the meeting, shall be held at the principal office of the corporation on the second Tuesday in June, or on another date, no later than twenty days thereafter, selected by the President. At the annual meeting, the members shall fix the number of directors for the ensuing year, provided, however, that there must be at least three directors.

SECTION 5. Special Meeting. A special meeting of the members may be held at any time upon the call of the board of directors, or of the President, or upon the written demand of members entitled to cast thirty (30%) percent of the total number of votes entitled to be cast at such meeting, at the principal office of the corporation, at such time as shall be stated in the call thereof.

SECTION 6. Notice of Meetings. Notice of meetings shall be served personally, by mail, postage pre-paid, or by facsimile upon each member not less than ten (10) nor more than fifty (50) days before the meeting. If mailed, the notice shall be directed to each member at his or her address as it appears on the records of the corporation. Notice of a special meeting of members shall also state the purpose or purposes for which the meeting was called. Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice by such member.

SECTION 7. Action By Member Without a Meeting. Any action which may be taken at any annual or special meeting may be taken without a meeting on written consent, setting forth the actions so taken, signed by all of the members entitled to vote thereon.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Directors. The affairs of the corporation shall be managed by a board of directors. There shall be five (5) directors of the corporation.

SECTION 2. Election. The directors shall be elected at the annual meeting of members, or as soon thereafter as practicable, and shall hold office until their successors shall be elected and qualify. Vacancies in the board of directors arising from any cause, except expiration of term, may be filled either by members or by the board at any meeting. No person shall be elected as a director of the corporation unless he or she shall then be an officer or director of the Foundation of the Rockland County Bar Association, Inc., or the immediate past President of the Foundation of the Rockland County Bar Association, Inc.

SECTION 3. Removal. Except as otherwise provided by law, any or all of the directors may be removed for cause by vote of the members or by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

SECTION 4. Quorum. So long as the membership of the board of directors is five (5) members or less, the quorum shall be at least three (3) members of the board of directors. If a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the board of directors.

SECTION 5. Meetings. Regular meetings of the board of directors shall be held without notice at such times as may be fixed by standing resolution of said board. Special Meetings may be held at any time upon the call of the President or of any three of the directors. The

Secretary shall give at least two days written notice of any special meeting, stating the purposes thereof. Notice of a meeting need not be given to any directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the board to another time and place shall be given to the directors who are not present at the time the adjournment unless such time and place are announced at the meeting to the other directors.

SECTION 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

SECTION 7. Telephonic Meetings. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee established by the board of directors, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 8. Compensation. No member, director or officer of the corporation, or member of any committee, shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except reasonable disbursements and/or compensation for services in effecting one or more purposes of the corporation.

ARTICLE V

OFFICERS

SECTION 1. Election. The officers of the corporation shall be the President and Secretary/Treasurer, who shall be elected by the members at the annual meeting, and who shall hold office for one (1) year and until their successors are appointed and qualify. The President shall be the Immediate Past President of the Foundation of the Rockland County Bar Association, Inc. and the Secretary/Treasurer shall be the current President of the Foundation of the Rockland County Bar Association, Inc. Either of said officers may be removed from office for cause by action taken at any regular or special meeting of the Board of Directors. The corporation shall have such other officers, agents and employees as shall be determined from time to time at any meeting of the members, and such officers, agents and employees shall be selected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

SECTION 2. Duties. The President of the corporation shall preside at all meetings of members and of the board of directors and shall perform the duties usually devolving upon a presiding officer and shall have such powers and duties as generally pertain to the office of President together with such other powers and duties as, from time to time, shall be conferred upon the President by the board of directors. The Secretary/Treasurer shall preside at all meetings of members in the absence of the President and shall have such powers and duties as generally pertain to the offices of Secretary and Treasurer as well as such other powers and duties as, from time to time, shall be conferred upon the Secretary/Treasurer by the board of directors.

SECTION 3. Vacancies. If the office of any director or any officer becomes vacant for any reason, such vacancy shall be filled by the directors at a special meeting called for that purpose.

ARTICLE VI

SEAL

The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New York."

ARTICLE VII

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Article VII of the Not-For-Profit Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of members, resolution of directors, agreement or otherwise, as permitted by said Article as to action in any capacity in which such person served at the request of the corporation.

ARTICLE VIII

AMENDMENTS

These by-laws, or any of them, may be altered, amended or repealed at any annual or special meeting of directors by affirmative vote of at least a majority of the directors. Any proposed amendments to the by-laws may be presented to the board of directors by members constituting at least a majority of the members of the corporation entitled to vote.