

AMERICAN JUDGES FOUNDATION, INC.

BY-LAWS

(Adopted as amended October 6, 2015)

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AMERICAN JUDGES FOUNDATION, INC.

Principal Purpose

The American Judges Foundation (hereinafter sometimes referred to as “AJF” or “Foundation”) is a non-profit corporation formed for the purpose of promoting and improving the Judiciary and Justice by providing financial, educational, and other support to projects and groups which promulgate these objectives.

ARTICLE I. OFFICES

The principal office of the Foundation shall be located at the executive office of the American Judges Association. The Foundation may have other offices, either within or without the State of Colorado, as the Board of Trustees may determine, or as the affairs of the Foundation may determine, or as the affairs of the Foundation may require. The Foundation shall have a resident agent located in the State of Colorado as the laws may require.

ARTICLE II. MEMBERS

Section 1. Members: Composed of (1) all members in good standing of the American Judges Association, a non-profit Colorado Corporation, its successors and assigns, who indicate a desire to become a member of the Foundation and who pay the dues in an amount determined from time to time by the Board of Trustees; and (2) any other individuals, associations or corporations expressing a desire to become members, whose interests and activities are in conformity with the stated purposes and objectives of this Foundation, and who pay the dues in an amount as determined from time to time by the Board of Trustees.

Section 2. Voting Rights: Each person, association or corporation admitted into membership as a Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Resignation. Any member may resign by filing a written resignation with the Secretary to be effective upon its receipt or upon failure to make the annual contribution as required by these By-laws.

Section 4. Transfer of Membership. Membership in this Foundation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in conjunction with the annual conference of the American Judges Association for the purpose of electing trustees and the transaction of such other business as may come before the meeting. This meeting should be held in the same general location as the annual meeting of the American Judges Association.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Trustees or not less than twenty percent of the members having voting rights.

Section 3. Quorum. At least seven members shall be required to conduct the business of the Foundation at such annual and special meetings, and except as otherwise provided, any action of such meetings shall be by majority vote of the members of the Foundation present and voting at such meetings.

Section 4. Proxies. No proxy shall be valid to vote or participate in any such annual or special meeting for any purpose.

Section 5. Voting by Alternative Method. Where Trustees or officers are to be elected by members or by the Board of Trustees, such election may be conducted by mail, email, or in such manner as the Board of Trustees shall determine. Other official transactions requiring a vote of the members or by the Board of Trustees may be conducted in a like manner.

ARTICLE IV.
BOARD OF TRUSTEES AND
ADMINISTRATION OF THE FOUNDATION

Section 1. General Powers. The affairs of the Foundation shall be managed by its duly elected officers, Board of Trustees, and appointed standing and special committees.

Section 2. Numbers, Tenure and Qualifications of the Board of Trustees. The number of Trustees shall not be less than seven or more than eleven. Each trustee shall serve for a period of not more than two consecutive three-year terms, or until a successor is elected and qualified. The terms of Trustees shall be staggered so that approximately one-third of the members of the Board shall be elected annually. Any individual who is a Member shall be eligible for election as a Trustee, provided, however, that 57% or more of the Board of Trustees must be members in good standing of the American Judges Association. The immediate Past President of the Foundation shall be a voting member of the Board of Trustees and all other Past Presidents of the Foundation shall serve as non-voting, ex-officio members of the Board of Trustees.

Section 3. Regular Meetings. Regular meetings of the Board of Trustees shall be held without other notice at a time of convenience, and at the same time and place, as the annual meeting of its members.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called upon written notice thirty days in advance of an in-person meeting or upon email notice ten days in advance of a telephone conference call, at the request of the President or any three Trustees at such place, date and time the President or Trustees may designate.

Section 5. Quorum. One-third of all the members of the Board of Trustees shall constitute a quorum.

Section 6. Attendance at Meetings. All members of the Board of Trustees shall be expected to attend each Board meeting. The Board, by a majority vote of those in attendance, may excuse the absence of any Board member from attendance upon prior written request to the President or Secretary and good cause shown at the meeting wherein the member is absent. The position on the Board of any member absent from two consecutive regular Board meetings without being excused under the provisions of this Section shall become vacant unless a majority of the Board affirmatively votes to retain the absent member. All such vacancies shall be filled under the provisions of Section 7 of this Article.

Section 7. Vacancies. Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any Trustee(s) appointed by the Board must be subject to election by the Members at the next annual meeting.

Section 8. Compensation. Trustees as such shall not be paid salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board; but nothing herein contained shall preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the Foundation shall be a President, President-elect, Vice-President, a Secretary, a Treasurer, Assistant Treasurer(s), Assistant Secretary or Secretaries and such other officers as may be elected in accordance with the provisions of this article.

Section 2. Qualifications. The President and other officers shall be members of the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3. President. The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. The President shall preside at all meetings of the members of the Board of Trustees. The President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Trustees or by these By-laws or by statute to some other officer or agent of the Foundation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 4. President-elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 5. Vice-President. In the absence of the President and President-elect or in the event of the inability or refusal of the President and President-elect to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 6. Treasurer. The office of Treasurer shall be a continuing position but may be reappointed or removed by the Board of Trustees at its annual meeting. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Trustees shall determine. Such bond shall be paid for by the Foundation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; 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 by the President or by the Board of Trustees. The Treasurer will have responsibility of filing such income tax returns and annual reports as required by the Federal government and the State of Colorado.

Section 7. Secretary. The Secretary shall be responsible for recording the minutes of the meetings of the members and of the Board of Trustees and shall coordinate with the Assistant Secretary/Treasurer to ensure the following: that the Board meeting minutes are properly kept for posterity in one or more books provided for that purpose; that all notices are duly given in accordance with the provisions of these by-laws or as required by law; that Foundation records are secured and maintained properly; that Board members furnish their post office address so that a register is developed annually updated as necessary and is provided to the Board. In addition the Secretary shall perform all

duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 8. Assistant Treasurer(s) and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurer(s) shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

Section 9. Executive Director. The Board of Trustees may employ an Executive Director of the Foundation under such conditions as the Board designates, and may delegate to such Executive Director the administrative details and management of the Foundation's affairs. Such Executive Director shall be an ex-officio non-voting member of the Board of Trustees.

Section 10. Election and Term of Office. The officers of the Foundation, except for the office of Treasurer, shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. There shall be automatic succession from the position of President-elect to President. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold the office for one year or until a successor shall have been elected and shall have been qualified.

Section 11. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

ARTICLE VI. STANDING AND OTHER COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall be a Foundation standing committee. The Nominating Committee shall consist of the AJA Immediate Past President, two AJA board members designated by the AJA President at the second session of the AJA Annual Conference and two AJF members appointed by the AJF President. This committee will be responsible for submitting any necessary nominations at the subsequent midyear or annual meeting.

Section 2. Membership Committee. The Membership Committee shall be a Foundation standing committee. This committee will be responsible for recommending to the AJF President and Board of Trustees policies and procedures the Foundation should adopt

regarding membership in the Foundation. The committee will be responsible for implementation of such policies and procedures as may be approved by the Board of Trustees.

Section 3. Other Committees. The President may appoint such other committees that are necessary to advance the administration of the Foundation.

ARTICLE VII. CONTRACTS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, 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 Foundation, 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 evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or President-elect of the Foundation.

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

Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 5. Endowment Policy. The Endowment Funds of the Foundation shall be subject to a policy adopted by the Board of Trustees.

ARTICLE VIII. BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Foundation may be inspected by any member either in person or by designated agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The Fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. AMENDMENTS

Section 1. Procedure. These By-laws may be amended in whole or in part if proposed by a majority of all the Trustees at any regular or special meeting and approved by a two-thirds majority vote of the members of the Foundation attending its regular annual meeting, provided that at least fifteen days' notice is given before consideration by the Trustees and at least thirty days' notice is given before consideration by the members, which notice may be given by posting same on the AJA website.

These By-laws approved by the Board of Trustees in accordance with the By-laws on the 6th day of October, 2015 in Seattle, Washington.