

BY-LAWS
OF
LAWYERS CONCERNED FOR LAWYERS, A NEW JERSEY CORPORATION

**Article 1.
Definitions**

Section 1.01 Name. The “Corporation” shall mean: Lawyers Concerned for Lawyers, its successors and assigns, doing business under such other name(s) as the Board of Trustees may from time to time establish.

Section 1.02 Board. The “Board” shall mean the Board of Trustees of the Corporation.

Section 1.03 Principal Office. The “Principal Office” shall mean the location where the books of the Corporation are maintained, which shall be within the State of New Jersey. The principal office may be relocated from time to time by the Board of Trustees. The Board may also authorize the establishment of additional offices at such other places as the activities of the Corporation may require.

**Article 2.
Purposes, Objectives and Governing Instruments**

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Certificate of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Certificate of Incorporation and these Bylaws. The specific purposes of the Corporation are to:

- a) Aid and assist chemically dependent members of the legal community in the State of New Jersey to understand and arrest the disease which afflicts them.
- b) Educate members of the legal community in the State of New Jersey concerning the disease of alcoholism and chemical dependency.
- c) Assist weekly meetings to be attended by recovering members of the legal community as a vehicle for discussing common problems, feelings, attaining growth in the recovery process, and sharing in the problems occasioned by recovery from chemical dependency.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Certificate of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap, disability, sexual orientation, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3. Membership

The conditions, terms and qualifications for membership in the corporation shall be determined by the Board of Trustees and may be modified from time to time.

Article 4. Trustees

Section 4.01. Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Trustees, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02. Number. The number of Trustees constituting the entire Board shall be fixed by the Board, but such number shall not be less than five (5) nor more than nine (9).

Section 4.03 Election and Term of Office. All Trustees of the Board shall be elected by the Board at the annual meeting from a slate submitted by a Nominating Committee. Trustees of the Board shall be elected to one (1) year terms. Each Trustee shall hold office until the next annual meeting of the Board and until such Trustee's successor has been elected and qualified, or until his or her death, resignation or removal.

Section 4.04 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.05 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Trustees then in office.

Section 4.06 Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Trustee in person or by mailing or emailing at the address that appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Trustees shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Trustee who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Trustees' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Trustees' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Trustees' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Trustees' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 4.07 Quorum. At any meeting of the Board, a majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Trustees present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each Trustee shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.10 Removal. Any Trustee may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.11 Resignation. Any Trustee may resign from office at any time by delivering a resignation in writing to the Board of Trustees, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created trusteeships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the

Trustees then in office at any Trustees' meeting. A Trustee elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.13 Conflict of Interest. Within the meaning of this section, a Trustee of the Corporation shall be deemed to have a conflict of interest or a potential therefore if, by reason of his or her participation in the enactment or defeat of any matter coming before the Board, there is reason to believe that said Trustee, a member of his or her family, or the company or agency with whom that Trustee is associated could derive gain or loss from said action.

It will be the obligation of the Trustee to disclose clearly the nature and degree of interest in the matter and the President, Committee Chairperson or other presiding officer shall review in accordance with the Corporation's policy on Conflicts of Interest and determine if there is potential for conflict. Until it has been determined that no conflict exists, the Trustee shall be excused from participation, debate and voting on the issue or matter pending.

Section 4.14 Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Trustees an executive committee and other standing committees, each consisting of three or more Trustees, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Trustees as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. The Board may also designate ad-hoc committees as required, which shall have such roles and authority as may be delegated by the Board.

Section 4.15 Participation by Electronic Means. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.16 Compensation. No Officer or Trustee of the Corporation shall receive any compensation for their services, except that, by prior authorization of the Board, an Officer or Trustee may be reimbursed for expenses incurred in connection with activities of the Corporation.

Article 5. Officers

Section 5.01 Election; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one (1) year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. The Board may appoint such other Officers as may be deemed desirable. Such Officers shall serve for such period as the Board may designate.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct, shall preside at all meetings of the Board, and shall be an ex-officio member of all committees. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board. The President may delegate certain powers to the Vice-President or to other designated Board members. Such delegation may be general or specific and may be revoked at any time.

Section 5.04 Powers and Duties of the Vice-President. The Vice-President shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the President or the Board. Upon the absence or incapacity of the President, the Vice-President shall have and shall exercise all the powers and duties of the President.

Section 5.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the President or the Board.

Section 5.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Trustee upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the President or the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Trustee or Trustees.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Trustees then in office at any meeting of the Board.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 6.
Bank Accounts, Checks, Contracts and Investments

Section 6.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 7.
Indemnification

Section 7.01 Individual Liability and Indemnification - No individual who is a duly elected Trustee of the Corporation shall, by reason of performance of duty, function or activity required of, or authorized to be undertaken by the Corporation, be liable for payment of damages under any law of the United States or State or political subdivision thereof, if such Trustee has acted within the scope of such authorization, has exercised due care and has acted with respect to that performance without any malice toward any person affected by it. The Corporation shall indemnify and hold harmless such Trustee to the extent of any claim, lien or award, including attorney's fees and cost of defense.

Section 7.02 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article 8.
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

Article 9.
Dissolution

The Board of Trustees may, at any time, voluntarily dissolve the Corporation in a conveyance of its assets and property to any other Corporation holding a Charter from the State of New Jersey or any other state for purposes not of individual profit, after first satisfying any corporate debts, provided that assets and property so conveyed shall be used by the grantee for purposes similar to those of the conveying Corporation and provided further that the Corporation receiving the assets of this Corporation qualifies with the Internal Revenue Service as a charitable Corporation and contributions thereto are deductible. Said conveyance, if made, shall be determined by a three-fourths (3/4) vote of the Trustees present and voting at a regular or special meeting, provided written notice of said dissolution has been sent to the members of the Board at least (7) days prior to the time the vote is to be taken. The Board shall, by resolution, designate the name and location of the Charity Corporation to be the recipient of the Lawyers Concerned for Lawyers assets and property.

Article 10.
Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Trustees then in office.