

BYLAWS
OF
Rising Urban Leaders Enterprise
(A New Jersey Nonprofit Corporation)

ARTICLE I
NAME AND ACTIVITIES

Section 1. Name. The name of the Corporation is Rising Urban Leaders Enterprise (the "Corporation").

Section 2. Activities and Purposes. The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Organization shall include, but not be limited to, the following:

- A. To encourage and energize high school students to attend group trainings to learn techniques to develop their social, emotional, educational, spiritual, political, and financial awareness;
- B. To recruit volunteer advocates to assist with facilitating the trainings;
- C. To provide guidance and education for volunteers to deliver the training;
- D. To empower students to write goals that are specific, measurable, attainable, relevant and time-bound;
- E. To assess the students' personality types and leadership styles using the DISC assessment survey to identify Dominant, Inspiring, Supportive, and Cautious individuals;
- F. To organize and prepare students for outreach activities in the greater community; and
- G. To coordinate relationships between students and high-profile influencers.

ARTICLE II
OFFICES AND REGISTERED AGENT

Section I. Registered Office. The address of the registered office of the Corporation in New Jersey shall be located at 606 E. 25th Street, Paterson, New Jersey 07514

Section 2. Other Offices. The Corporation may also have offices at such other places within or outside the State of New Jersey as the Board may from time to time designate and the business of the Corporation may require.

Section 3. Registered Agent. The agent of the Corporation registered with the State of New Jersey shall have a business address identical with the registered office of the Corporation. The Registered Agent shall ensure that the Corporation files an Annual Report with the State of New Jersey and remains in good standing.

ARTICLE III

MEMBERS

The Corporation shall not have members entitled to vote on any matter. Any provision of the New Jersey Nonprofit Corporation Act, as amended (the "Act"), or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the Corporation, shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Powers. All powers of the Corporation shall be exercised by or under the authority of the Board and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, the Act and Section 501(c)(3) of the Internal Revenue Code.

Section 2. Composition and Tenure.

a. The Board shall consist of no less than three (3) and no more than ten (10) trustees (individually, a "Trustee" and, collectively, the "Trustees") as is fixed by a vote of the Trustees from time to time. Trustees must be eighteen (18) years of age and do not need to be residents of New Jersey.

b. Elections of Trustees shall be held every two (2) years at a meeting called for such purpose. Trustees may also be elected at regular meetings of the Board, pursuant to appropriate notice.

c. Except in the case of resignation or removal under these Bylaws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor.

d. Trustees may serve for three (3) consecutive terms. After at least one year "off", a former Trustee may be re-elected to the Board.

Section 3. Resignation and Removal. A Trustee may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation. A Trustee may be removed with cause by vote of a two-thirds majority of all of the members of the Board at a duly held meeting with a quorum present.

Section 4. Annual and Regular Meetings. Annual and regular meetings of the Board may be held at the registered office of the Corporation or at such other place or places as the Board may from time to time determine. In addition to the annual meeting, there shall be regular meetings of the Board, held with proper notice pursuant to Section 6, not less frequently than each calendar quarter.

Section 5. Special Meetings. Special meetings of the Board may be called at any time by the Chair of the Board, the President of the Corporation, or on a written request of at least two (2) Trustees. Such meetings shall be held at the registered office of the Corporation or at such other place as the Board may from time to time determine.

Section 6. Notice. Notice of all meetings of the Board shall be given to each Trustee by personal delivery, mail, overnight mail, or by electronic mail ("e-mail"). All notices shall be given at least ten (10) days prior to any meeting. Regular meetings, including the annual meeting, may be scheduled annually in advance by the Board and no further notice of the date, time, and place of such meetings shall be required.

The notices sent by mail shall be deemed delivered when deposited in the United States mail, addressed to the Trustee's last known address in the records of the Corporation, postage prepaid. Notices sent by overnight mail shall be deemed delivered when deposited with a reputable overnight carrier. Notices sent by e-mail shall be deemed delivered when sent to the e-mail address provided by the Trustee to the Corporation.

Section 7. Waiver of Notice. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each Trustee attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 8. Quorum and Voting. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the number of Trustees on the Board. A Trustee may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating Trustees to simultaneously hear one another and such participation shall constitute presence in person. Unless otherwise required by the Act or provided in the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a

meeting duly held at which a quorum is present shall be the act of the Board. As set forth in Article IV, Section 11 below, any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing thereto.

Section 9. Vacancies. Any vacancy on the Board, including, but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor or such term, as is determined by the Board, if the vacancy was created by the enlargement of the Board.

Section 10. Compensation. No Trustee shall receive compensation for services rendered to the Corporation in the capacity of a trustee, but Trustees, at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to Article VIII (Conflicts of Interest) of these Bylaws and to the relevant provisions of the Act. Notwithstanding the foregoing, the Corporation shall neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

Section 11. Written Consent. If all the Trustees unanimously consent in writing to any action taken or to be taken by the Corporation, the action shall be as valid as of the date the last Trustee to sign has signed the consent, as though it had been authorized at a meeting of the Board. Such written consent may be made using e-mail provided the action taken is specifically set forth in the e-mail and reasonable steps are established by the Board to confirm that each Trustee has signed or otherwise approved the contents of the e-mail. Such written consents shall be filed in the minute book of the Corporation.

Section 12. Loans. No loans shall be made by the Corporation to any Trustee unless authorized by the Certificate of Incorporation.

ARTICLE V

COMMITTEES

Section 1. Board Committees. The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more Trustees to constitute standing, ad hoc, or special committees of the Board, with such powers and duties as the Board may prescribe, subject to the exceptions set forth in the Act.

Section 2. Other Committees. The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more non-Board committees, designated as advisory committees or task forces, which may include members who are not Trustees. Advisory committees and task forces shall have only the powers and duties specifically delegated to them by the Board and they shall not have authority to act on behalf of the Board or the Corporation.

ARTICLE VI

OFFICERS

Section 1. Titles and Election. The Trustees shall elect, by a majority vote at a meeting at which a quorum is present, a President (who may also serve as Chair of the Board), a Treasurer and a Secretary. The term of the President, the Treasurer, and the Secretary shall be one (1) year and until a successor is duly elected and qualified. As it deems necessary from time to time, the Board may, by a majority vote of all the Trustees present at a meeting at which a quorum is present, elect a Chair of the Board (who shall be a Trustee), one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers, and such other officers as deemed necessary, for a term to be decided by the Board. Any two or more offices may be held by the same person, provided, however, that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the Certificate of Incorporation or Bylaws to be executed, acknowledged, or verified by two or more officers. The duties of the officers shall be such as are imposed by these Bylaws and from time to time prescribed by the Board.

Section 2. President. The President shall have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. If the President is also the Chair of the Board, the President shall preside at Board meetings and see that all resolutions of the Board are carried into effect. The President shall perform other duties as may from time to time be assigned to him or her by the Board or specifically required to be performed by law or these Bylaws.

Section 3. Vice President. The Vice President(s) shall have such powers and perform such duties as may be assigned to him or her (or them) by the Board or the President. In the absence or disability of the President, one of the Vice Presidents (if there is a Vice President then in office who is also a Trustee), as is determined by the Board, shall perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall oversee the disbursement of funds of the Corporation and shall from time to time, or upon request from the Board, report to the Board with respect to the accounts

and the financial condition of the Corporation. The Treasurer shall serve as a Trustee. The duties of the Treasurer may be delegated to an Assistant Treasurer or Assistant Treasurers as designated by the President or the Board.

Section 5. Secretary. The Secretary shall cause notices of all meetings of the Board (except for notices of special meetings of the Board which are called by the requisite number of Trustees) to be sent; shall cause minutes to be kept of all such meetings; shall have responsibility for general supervision and charge of the corporate books of the Corporation; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board. The Secretary shall serve as a Trustee.

Section 6. Delegation. If any officer of the Corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer or any Trustee it may select.

Section 7. Resignation and Removal. An officer may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation. The Board may remove any officer with or without cause, by an affirmative vote of the entire Board.

Section 8. Vacancies. Vacancies in any office, arising from any cause, may be filled by the Board at any regular or special meeting of the Board.

ARTICLE VII

AGENTS

The Board may appoint such agents, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine from time to time.

ARTICLE VIII

CONFLICTS OF INTEREST

It is recognized that occasions may arise when a member of the Board or an officer of the Corporation has a financial interest or has a familial relationship with a person who has a financial interest in a contract or transaction involving the Corporation. In such cases, it is the policy of the Corporation and of its Board that:

- (a) Any material facts as to such financial interest shall be disclosed by such interested Trustee or officer to the members of the Board or committee.
- (b) The Trustee or officer having such financial interest in any matter shall not vote or use any personal influence with regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such interested Trustee or officer may be counted in determining whether there is a quorum for the meeting at which the matter is voted upon.
- (c) The minutes of the meeting shall reflect that the disclosure was made and that the interested Trustee or officer abstained from voting. At the Board's discretion, the interested Trustee(s) or officer(s) shall leave the room during further discussion among the remaining Trustees and voting on the matter(s) subject to the conflict of interest.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in said Section 15A:3-4), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4) and in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation and its Trustees, officers, employees and volunteers, whether or not they may be indemnified pursuant to Section 1 above.

ARTICLE X
AMENDMENTS

The Board shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by a super-majority vote of two-thirds (2/3) of all the Trustees.

ARTICLE XI
GENERAL
PROVISIONS

Section 1. Construction. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit corporations by the Act. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto unless specifically excepted. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep the minutes of the proceedings of its Board and committees; and shall keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax exemption, with all correspondence to and from the Internal Revenue Service ("IRS") in connection with the application, and a copy of the annual reports of the Corporation filed with the IRS for the previous three years. Such records must be disclosed to the public upon request in accordance with IRS public disclosure requirements.

Section 3. Checks, Bank Accounts and Investments. The monies and other assets of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution(s) or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or money transfer with proper signatory authority, as shall be determined by resolution of the Board. 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, including stocks, bonds or other sureties, as the Board may from time to time authorize.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from January 01 through December 31.

These Bylaws were adopted by resolution of the Board of Trustees of the Corporation on June 9, 2019.



Signed, Secretary of the Corporation

- a. The term "Trustees" is used throughout this template because that is the term used in the New Jersey Nonprofit Corporation Act, however, the term "directors" may also be used. *N.J.S.A. 15A:4-1*.
- b. If the nonprofit owns real property, we recommend reviewing *N.J.S.A. 54:4-3.6* and including language in the bylaws that will qualify the nonprofit's real estate for property tax exemption under the statute.
- c. The IRS requires that the Certificate of Incorporation contain language setting forth the limitations on a tax-exempt nonprofit's activities. This language may also be included in the bylaws. *IRS Section 501(c)(3)*
- d. *N.J.S.A. 15A:6-3(a)* provides that the bylaws may permit elections of Trustees to take place once every two years; if the frequency of elections is not set forth in the bylaws or certificate of incorporation, then elections shall take place annually.
- e. *N.J.S.A. 15A:6-4* provides that the maximum TERM of a class of trustees on a classified board is six years; however, there is no prohibition against successive terms. One class of trustees must be elected at least every two years.
- f. *N.J.S.A. 15A:6-12 and 15A:6-13* govern the liability of Trustees and *N.J.S.A. 15A:3-4* sets forth the circumstances when indemnification of corporate agents is permitted.
- g. Unlike some other states, New Jersey has no law governing corporate action via electronic mail.
- h. *N.J.S.A. 15A:6-7* requires that no action may be taken without a meeting unless, prior to or subsequent to the action, all members of the board consent in writing, and the written consents are filed with the minutes of the meeting.
- i. Public disclosure regulations set forth at *IRC Section 6104(d)* require a nonprofit to show a copy of the corporation's three most recent annual reports (IRS Form 990s) and a copy of the application for tax exemption, upon request.

- j. While *N.J.S.A. 15A:2-10* and *15A:6-7* do not require more than a simple majority vote of the trustees present at a meeting at which there is a quorum for amendment of bylaws, because amendment is often a serious action, many nonprofits elect to require a super-majority vote to support amendment of bylaws.
- k. Some provisions of the New Jersey Nonprofit Corporation Act set forth special voting requirements. For example:
 - a. A loan to Trustees requires a 2/3rd vote of **all** disinterested Trustees (not just 2/3rd of the disinterested Trustees present at a meeting at which there is a quorum). See *N.J.S.A. 15A:6-11*. (Note: exercise caution in making loans to insiders.)
 - b. Amendment of the certificate of incorporation or the approval of a merger, consolidation, sale of substantially all assets, or dissolution requires a 2/3rd vote of Trustees present at meeting called for that purpose. See *N.J.S.A. 15A:9-2(c)*, *15A:10-3*, *15A:10-11(a)*, and *15A:12-5*,
 - c. Removal of a Trustee, the appointment of board committee members, or the adoption of an employee benefit plan (e.g., a bonus, health, or pension plan) requires a majority vote of **all** the Trustees (not just a majority of the Trustees present at a meeting at which there is a quorum). See *N.J.S.A. 15A:2-10(b)*, *15A:6-9*, and *15A:8-2*.