

National Judges Education & Research Foundation, Inc.

BY-LAWS

THE NATIONAL JUDGES EDUCATION AND RESEARCH FOUNDATION, INC. is a non-profit corporation formed for the purpose of promoting and improving the Limited Jurisdiction Judges and the Limited Jurisdiction Courts through education and research by providing financial and other support to projects and groups which promulgate these objectives.

ARTICLE I. OFFICES

The office of the National Judges Education and Research Foundation, Inc. shall be located at the office of the National Judges Association. The Foundation may have other offices, either within or without the state of Nevada, as the Board of Trustees may determine, or as the affairs of the Foundation may require. The Foundation shall have a resident agent located in the State of Nevada as the laws may require.

ARTICLE II. MEMBERS

Section I

- A.
- A. Regular Members: Composed of members in good standing of the National Judges Association, a non-profit Nevada corporation, and any other individuals, associations or corporations expressing a desire to become members, whose interests and activities are, in the opinion of the Board of Trustees, in conformity with the stated purpose and objectives of this Foundation, and who pay annual membership dues in the amount of \$25.00.
 - B. Contribution Sponsors: Composed of persons, associations and corporations eligible to become regular members who contribute funds to this foundation annually of \$100.00 or more.
 - C. Honorary Members: Composed of individual persons who are elected to such status by a vote of two-thirds (2/3) of the trustees present at any regular or special meeting of the Board of Trustees.

Section II

Qualifications of Members: No person, association or corporation shall be eligible for membership who advocated, or belongs to an organization which advocates, action designed to circumvent the Constitution or overthrow by violence the government of the United States of America.

Section III

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

Section IV

Resignation: Any member may resign by filling a written resignation with the Secretary upon receipt. Failure to pay annual dues as required by these by laws shall be considered as a resignation.

Section V

Transfer of Membership: Membership in this foundation is not transferable or assignable.

ARTICLE III. MEETING OF MEMBERS

Section I

Annual Meeting: The annual meeting of the members shall be held in conjunction with the Annual Educational conference of the National Judges Association for the purpose of electing a Board of Trustees and the transaction of such other business as may come before the meeting.

Section II

Special Meetings: Special Meetings of the membership may be called by the Board of Trustees of not less than twenty percent (20%) of the members having voting rights.

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Section III

Quorum: At least five members shall be required to conduct the business of the Foundation at such annual and special meetings except as otherwise provided. Any action at such meetings shall be by majority vote of the members of the Foundation present and voting at such meetings, except amended, altered, or repealed and new by-laws, which require a two-thirds (2/3) vote of those present and voting.

Section IV

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

ARTICLE IV. ADMINISTRATION OF THE FOUNDATION

Section I

General Powers: The affairs of the Foundation shall be managed by its' elected and qualified Board of Trustees.

Section II

Numbers, Tenure & Qualification of the Board of Trustees: The Board of Trustees shall consist of not less than nine (9) members. There shall not be more than one trustee from any one state. Each trustee shall serve for a period of three years and until his successor is elected. One-third (1/3) of the charter trustees elected shall serve for a five year term, one-third for a four year term, one-third for a three year term. All elections thereafter shall be for three year terms.

Section III

Regional Directors may be appointed by the Board of Trustees at the annual meetings to assist and serve at their pleasure. Regional Directors shall report to the Board of Trustees at least annually as to the status of any financial support given in their particular region. Regional Directors may conduct any such meetings as necessary to promulgate this supervision.

Section IV

Regular Members: Regular members shall be eligible for election as trustees provided, however, that during no term shall the number of trustees, who are also members in good standing of the National Judges Association be less than 66% of the total membership of the Board of Trustees.

Section V

Regular Meetings: A regular meeting of the Board of Trustees shall be held at the time of convenience, and at the same time and place as the Annual Meeting of the members without other notice. The Board of Trustees may provide by resolution the time and place for holding additional regular meetings of the board of Trustees without other notice than such resolution.

Section VI

Special Meeting of the Board of Trustees: A special meeting of the Board of Trustees may be called upon written notice twenty (20) days in advance at the request of the Chairman of the Board or of any four trustees at such place, date, and time the Chairmen of the Board of Trustees may designate.

Section VII

Quorum: Two-thirds (2/3) of the Board of trustees shall constitute a quorum (of the Board).

Section VIII

Attendance at Meetings: All members of the Board of Trustees shall be expected to attend each Board meeting. The Board, by majority vote of those in attendance, may excuse the absence of any board member from attendance upon prior written request to the Chairman of the Board 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 the Board affirmatively by the majority vote in such cases votes to retain the absent member. All such vacancies shall be filled under the provisions of Section 9 of this Article.

Section IX

Vacancies: Any vacancies occurring in the Board of Trustees shall be filled by the Board of Trustees. A trustee elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

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Section X

Compensation: Trustees shall not be paid salaries for their services, but by resolution of the Board of Trustees a fixed amount may be allowed for attendance at such regular or special meetings of the Board. Nothing herein contained shall preclude any trustee from the serving the foundation in any other capacity and receiving compensation therefore.

Section XI

Executive Committee: The Board of trustees may delegate its' authority for management of the affairs of the Foundation, during periods when such Board may not be in session, to an Executive Committee. The Executive Committee shall be composed of the Chairman of the Board, Secretary, and the Treasurer.

ARTICLE V. OFFICERS

Section I

Officers: The officers of the Foundation shall be a Chairman of the Board, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article.

Sections II

Qualifications: The Chairman of the Board, the Secretary, and the Treasurer shall be regular members of the National Judges Association and serve on the Board of Trustees. The remaining officers may, but need not necessarily be, members of the National Judges Association. Any two or more offices may be held by the same person, except the offices of the Chairman of the Board and Secretary.

Section III

Chairman of the Board: The Board of trustees may elect any qualified board member to serve as Chairman of the Board. He shall be the principle executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He shall preside at all meetings of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the Foundation, authorized by the Board of Trustees having 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 stature to some other officer or agent of the Foundation. He shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Trustees.

Section IV

Treasurer: The Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Foundation, receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such bank, trust companies or other depositories as shall be selected in accordance with provisions of Article VII of these by-laws; and in general perform all duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Trustees.

Section V

Secretary: The Secretary shall keep the minutes of the meetings of the members of the Board of Trustees in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these by-laws or as required by law; be custodian of the Foundation records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its' seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the Post Office address of each member which shall be furnished to the Secretary; and such duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Trustees.

Section VI

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

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administrative details and management of the Foundation affairs. Such Executive Director shall be an ex officio non-voting member of the Board of Trustees.

Section VII

Election and Term of Office: The officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election is not held then, such election will be held within sixty (60) days. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office immediately after being elected. AMENDED IN PART: 11 MAY, 1987 TO READ: "THE OFFICERS OF THE FOUNDATIONS SHALL BE ELECTED EVERY TWO YEARS BY THE BOARD OF TRUSTEES AT THE REGULAR ANNUAL MEETING OF THE BOARD OF TRUSTEES."

Section VIII

Removal: Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a majority vote of the board, whenever in its' judgment that the best interest of the Foundation would be served thereby, but any such shall be without prejudice to the contract rights, if any, of the officer so removed.

Section IX

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 COMMITTEES

Section I

Standing Committees: The Board of Trustees may establish Standing Committees to assist the Chairman of the Board and the Board of Trustees in the administration of the Foundation.

Section II

Appointment: The Chairman of the board shall appoint the Standing Committees with the advice and consent of the Board of Trustees.

ARTICLE VI. CONTRACT AND FUNDS

Section I

Contracts: The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition by the officers so authorized by the 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 II

Checks, Drafts, etc: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officers or agents of the Foundation and in such manner as shall from time to time be determined by the Treasurer or an assistant treasurer. All checks in excess of five hundred dollars (\$500.00) shall be countersigned by such board member designated by the Board of Trustees.

Section III

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 IV

Gifts: The Board of Trustees may accept on behalf of the Foundation any contributions, gifts, bequests, or devised for the general purpose of the Foundation.

ARTICLE VIII. BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its' members, Board of Trustees and committees have the authority of the Board of Trustees and shall keep at the registered or principal office a recording giving the names and addresses of the members entitled to vote. All books and records of the

Foundation may be inspected by any member or his 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

These by-laws may be altered, amended, repealed and new by-laws may be adopted by a two-thirds majority vote of the members present at the annual meeting of the Foundation, provided that notice, in writing, of the intention to alter, amend, repeal, or to adopt new by-laws is submitted to the Board of Trustees at least fifteen days prior to the annual meeting.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Any matter not covered in these by-laws shall be governed by the recommendations to be found in Robert's Rule of Order, revised, as interpreted by the parliamentarian or by the Executive Committee.

Reviewed
For technical compliance
11/20/09
Candace Hissong
Treasurer