

BYLAWS

OF

NATIONAL ADMINISTRATIVE LAW

JUDICIARY

FOUNDATION¹

¹By Articles of Amendment dated October 17, 1980, the name and purposes of the foundation were amended. The name was changed from National Administrative Hearing Officer Foundation to National Administrative Law Judge Foundation. They were filed in the office of the Secretary of State, Corporation Department, Springfield, Illinois on December 4, 1980. By letter from the Internal Revenue Service dated August 15, 1981, the foundation was determined to be exempt from Federal income tax under section 501c(3) of the Internal Revenue Code. The name was further changed to the National Administrative Law Judiciary Foundation.

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OF
NATIONAL ADMINISTRATIVE LAW JUDICIARY
FOUNDATION**

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ARTICLE 1

NAME, EXISTENCE, OBJECTS AND PURPOSES, AND SEAL

Section 1. Name and Principal Office.

The name of this corporation shall be "National Administrative Law Judiciary Foundation" and its principal office shall be at Room 52012, Two World Trade Center, New York, New York 10047.

Section 2. Existence.

The existence of this corporation shall be perpetual.

Section 3. Objects and Purposes.

The objects and purposes of this corporation shall be:

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 herein after set forth, any property, real, personal or mixed, or any undivided interest therein without limitations 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 such limitations, if any, as are or may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds.

To carry on the following educational, literary, scientific, and charitable purposes, or any of them, both directly and by application of assets to the use of any other corporation, trust fund or foundation whose purposes and operations are exclusively charitable, scientific, literary or educational, and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended:

- (a) To improve and facilitate the governing of administrative justice;
- (b) To promote the study of administrative law and research therein, the diffusion of knowledge thereof, and the continuing education of the administrative hearing officer and of the public;
- (c) To publish and distribute addresses, reports, treatises and other literary works on subjects in administrative law;
- (d) To maintain an administrative law library;

(e) To acquire, preserve and exhibit rare books and documents objects of art, and items of historical interest having significance and bearing on the governing of administrative justice;

(f) To provide scholarship, awards or other financial aid for the study of administrative law in accredited institutions of higher education to deserving men and women;

(g) To honor the memory of distinguished administrative hearing officers by creating and awarding scholarships in their name and memory;

(h) To perform all other acts necessary or incidental to the above; provided, however, notwithstanding any other provisions of these Bylaws, the organization shall not engage in any activities expressly prohibited by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Any other provision contained in these Bylaws notwithstanding, no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall it participate in or intervene in any political campaign on behalf of any candidate for public office. No solicitation of contributions to the corporation shall be made and no gifts, bequests or devise to the corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose any exempt status which it may obtain from the payment of Federal Income Taxes.

Notwithstanding any other provision of these Bylaws, if at any time or times the corporation shall be a "private foundation" as defined in Section 509 of the Internal Revenue code of 1954, as amended, then during such time or times the corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to attacks on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 as amended; shall not engage in any act of self-dealing as defined in Section 4941(d) of said Code; retain any excess business holdings as defined in Section 4943(c) of said Code; make any investments in such manner as to incur tax liability under Section 4944 of said Code, or make any taxable expenditures as defined in Section 4945 (d) of said Code.

Notwithstanding any other provision of these Bylaws, during any taxable year in which the corporation has elected to have the provisions of Section 501(h) in effect, the corporation shall not make lobbying expenditures in such amounts as to incur tax liability under Section 4911.

Any reference herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing,

amended, supplemented, or superseded, as the case may be.

Section 4. 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, Illinois."

ARTICLE II

MEMBERS

The persons who are members of the Board of Governors of the National Association of Administrative Law Judiciary, and all persons thereafter becoming members of the Board of Governors of the National Association of Administrative Law Judiciary shall without any action of the corporation, be and become members of this corporation. Any such person who ceases to be a member of the Board of Governors of the National Association of Administrative Law Judiciary shall at the same time cease to be a member of this corporation. Each member shall have one vote on each matter submitted at an annual or special meeting of the corporation.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members of the corporation for the election of directors and the transaction of any other business which may be brought before the meeting, shall be held before the end of each fiscal year at the time and place determined by the Board of Directors.

Section 2. Special Meetings.

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 of any three members, at such time and place as shall be stated in the call thereof.

Section 3. Notice of Meetings.

Written notice of the time, place and purpose of all meetings shall be served either personally or by mail not less than five days nor more than forty days before the meetings, and, if mailed, such notice shall be directed to the member at his address as shown on the books of the corporation.

Section 4. Quorum

One-third of the members shall constitute a quorum at any meeting of the members, but less than such quorum shall have power to adjourn.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board of Directors.

The business and affairs of the corporation shall be managed by a Board of Directors consisting of the officers of the corporation.

Section 2. Term of Office.

The directors shall hold office for one year beginning with the end of the annual meeting. Whenever any member of the Board of Directors vacates his office, the remaining members shall have the power and duty to appoint a substitute for the remaining portion of the term.

Section 3. 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, who shall give at least two days notice of any special meeting, stating the purpose thereof.

Section 4. Quorum.

At any meeting of the Board of Directors not less than a majority of the Directors shall constitute a quorum.

Section 5. Manner of Acting.

The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V

OFFICERS

The membership shall elect at the annual meeting the officers of this corporation which shall be the President, Vice President, Secretary and Treasurer. The officers shall have the power and duties as generally pertain to such offices. All officers shall be members of the National Association of Administrative Law Judiciary.

All officers so elected shall serve for one year and until their successors are elected and qualify.

ARTICLE VI

COMMITTEES

The Board of Directors may appoint from time to time such committees as the handling of the affairs and the attainment of the objects and purposes of the corporation may require, and may define their duties and prescribe their powers. A majority of the members of every committee created hereunder shall at all times be members of the National Association of Administrative Law Judiciary, and at least one member of the Board of Directors shall be appointed to each committee.

ARTICLE VII

PROPERTY AND INVESTMENTS

Section 1. Property.

All property, whether real, personal or mixed, received by the corporation by bequest, devise, gift, grant or otherwise, shall be held by the corporation or disposed of by it on such terms and conditions, not inconsistent with the Articles of Incorporation, as the directors shall determine.

Section 2. Investments.

Unless otherwise specified by the terms of a particular gift, bequest, devise, grant or other instrument, the funds of the corporation may be invested, from time to time, in such a manner as the Board of Directors may deem advantageous, whether or not the investments are of the character which would be required by law for similar funds if held by trustees.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, all of the remaining assets, property and income owned or held by the corporation shall be expended for or applied to the purposes of the corporation, or one or more of such purposes exclusively, by transferring and conveying such assets, property and income, in accordance with the provisions of the Illinois General Not for Profit Corporation Act, to one or more corporations or organizations organized and operated exclusively for education, literary, scientific and charitable purposes, or any one of them, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, provided that such organizations are exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE IX

AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted: (1) by vote of a majority of the members present at any annual or special meeting of the members, provided that notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting, or (2) without a meeting by an instrument in writing signed by all the members.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October in each year and end on the thirtieth day of September in each year.

ARTICLE XI

FELLOWS

Fellows of this corporation shall be such persons who shall make an annual contribution to this corporation of not less than One Hundred Dollars (\$100.00). Such Fellows who shall make a contribution to this corporation of not less than One Thousand Dollars (\$1,000.00) during a period not to exceed

ten years shall be known as "Life Fellows."

The Board of Directors may, in its discretion, designate a representative of the Life Fellows and Fellows to sit with such Board at all meetings thereof but such representatives shall be without vote and no meetings of the Board of Directors shall be void or voidable for failure to give notice of the meetings of the Board to such representatives nor shall such representatives be counted in determining a quorum.

ARTICLE XII

ASSOCIATES

Associates of this corporation shall be such persons who shall make an annual contribution to this corporation of not less than Fifty Dollars (\$50.00). Such Associates who shall make a contribution to this corporation of not less than Five Hundred (\$500.00) during a period not to exceed ten years shall be known as "Life Associates."

The Board of Directors may, in its discretion, designate a representative of the Life Associates and Associates to sit with such Board at all meetings thereof but such representatives shall be without vote and no meetings of the Board of Directors shall be void or voidable for failure to give notice of the meetings of the Board to such representatives nor shall such representatives be counted in determining a quorum.