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ARTICLE I — NAME AND PURPOSE

Section 1 — Name:

The name of the organization shall be **The Ronin Institute for Independent Scholarship (“RIIS”)**. It shall be a nonprofit organization incorporated under the laws of the **State of New Jersey**.

Section 2 — IRC Section 501(c)(3) Purposes:

RIIS is organized exclusively for charitable, scientific and education purposes. The specific objectives and purposes of this corporation shall be to support and facilitate the execution and dissemination of scholarly research in the public interest. **RIIS provides scholars committed to truth and empathy with an *academic community* to share ideas and grow intellectually, to *improve and develop their capabilities*, and to help scholars establish new contacts and collaborations. RIIS seeks to diversify the pool of scholars with a broader set of experiences to contribute to *scientific research for public benefit* by allowing them to do the work they feel most compelled to do, share their work, and create a healthy and supportive environment where people and their scholarship can thrive.**

ARTICLE II — PRINCIPAL OFFICE OF THE CORPORATION

Section 1 — The principal office and registered agent:

The principal office of the RIIS is located in Essex County, State of New Jersey. The principal office of the corporation shall be **located at 127 Haddon Place, Montclair, NJ 07043-2314**. The board of directors shall have full authority to change the principal location **within** the named county and state. **The registered agent is Northwest Registered Agent LLC, located at Five Greentree Centre, 525 Route 73 North Ste 104, Marlton, State of New Jersey, 08053**. They shall have and maintain in the State of New Jersey a registered office. The location of this office and the designation of a registered agent shall be determined by the board of directors, which also may establish such other offices and agents, within or without the State of New Jersey, as may be deemed necessary.

Section 2 — Change the Principal Location:

The board of directors shall have full authority to change the principal location outside the named county and state with a minimum of two weeks prior notification of the reason for the change to the membership.

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Section 3 — Other Offices:

The RIIS may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE III — MEMBERSHIP

Section 1 — Eligibility for membership:

Application for voting membership shall be open to **any scholar in pursuit of academic scholarship. Also, all members agree to follow the code of conduct.** Membership is granted after completion and receipt of a membership application and annual dues. The board shall oversee the membership enrollment process. **Anyone granted membership to RIIS prior to the implementation of these bylaws will remain eligible for membership upon payment of annual dues or their commitment to performing required volunteer service hours.**

Section 2 — Annual dues:

Dues consist of a combination of an annual monetary fee and a number of volunteer hours, equitably determined by the board, **with any changes approved by a majority vote of the membership.** Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members:

Membership shall entitle members to participate in the programs of the RIIS, and shall have the right to vote, as set forth in these bylaws, on the election or removal of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation, and to participate in any votes put to the membership by the board of directors.

Section 4 — Resignation and termination:

4.1 Resignation:

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

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4.2 Termination of membership shall occur upon occurrence of any of the following events:

- 4.21. The failure to remain an active member based on the definition of active member in the Policies and Procedures Document;
- 4.22. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- 4.23. Termination of membership based on the good faith determination by a majority vote of the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

4.3 Procedures For Termination And Suspension Of Membership:

If grounds appear to exist for suspending or terminating a member under Section 4.2 of this Article, the following procedure shall be followed:

- 4.31. The Board shall give the member at least 30 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by priority or registered mail to the member's last address as shown on the Corporation's records.
- 4.32. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- 4.33. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the RIIS Code of Conduct as described in the Policies and Procedures Document.

ARTICLE IV — MEETINGS OF MEMBERS

Section 1 — Annual meetings:

A regular (virtual) meeting of the members shall take place annually. The specific date, time and location of which will be designated by the **board**. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2 — Special meetings:

A petition signed by **ten percent of voting members** may also call a special meeting.

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- 2.1. The Board, the Chairman of the Board, or 10 percent or more of the voting power of the members, may call a special members' business meeting for any lawful purpose at any time.
- 2.2. A special members' business meeting called by any member entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted and providing the petition signed by at least 10% of the membership, and submitted to the board. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board.
- 2.3. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

Section 3 — Notice of meetings:

Notice of each meeting shall be given to each voting member, by **electronic mail**, not less than **one month** prior to the annual meeting and two weeks prior to a special meeting. All meeting agendas and notes shall be archived and available to all members.

Section 4 — Quorum:

A quorum shall consist of a simple majority of registered members. If a quorum is not reached, business and other activities may be discussed and proposals made, but such business and proposals cannot be acted upon until ratified by a simple majority of the membership whose positive affirmation may be collected by electronic vote.

Section 5 — Voting:

All issues to be voted on shall be decided by a simple majority of those voting electronically within a 2-week window of the meeting in which the issues are discussed. All members shall be invited to vote, and those who do not vote within the 2-week window will be considered to abstain from the vote.

Section 6— Rules of order:

Should any question of parliamentary procedure arise at any meeting of the members, the latest edition of Robert's Rules of Order shall govern, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 7 — Meetings Held Electronically:

Except as otherwise provided in these bylaws, meetings of the membership shall be conducted through use of internet meeting services designated by the president that support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of previous votes. These electronic meetings shall be subject to all rules adopted by the board, or by the scholar members, to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the members. **ARTICLE V — BOARD OF DIRECTORS**

Section 1 — Board role, size, and compensation:

The board is responsible for the execution of the overall policy and direction of the association, and may delegate responsibility of day-to-day operations to staff and committees. The board shall have up to 15, but not fewer than 6 members (ideally 9 members). The board receives no compensation other than reasonable expenses. The board shall be empowered to appoint one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time.

Section 2 — Terms:

Section 3 — Qualifications and Election procedures:

Any Ronin member can nominate **another member as** a candidate to the slate of nominees for the board of directors. Nominees shall be of the age of majority in their home state.

Section 4 — Board elections:

New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Officers and General Duties:

Their general duties are as follows:

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- 5.1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- 5.2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the RIIS;
- 5.3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- 5.4. Meet at such times and places as required by these bylaws; The board of directors shall meet regularly three times annually or approximately every 3-4 months.
- 5.5. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 6 — Officers and Specific Duties:

There shall be at least five officers of the board, consisting of a chair, vice-chair, president, secretary, and treasurer.

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6.1 *The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members to preside at each meeting in the following order: vice-chair, secretary, treasurer. Unless another person is specifically appointed as chairperson of the board of directors, preside at all meetings of the board of directors and at all meetings of the members.

b. *The vice-chair* shall chair committees on special subjects as designated by the board.

c. *The president* shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall be authorized to execute deeds, mortgages, bonds, contracts, checks, or other instruments in the name of the corporation.

d. *The secretary* shall be responsible for keeping records, as detailed below, of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. This includes the keeping at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

The *secretary* shall ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

The *secretary* shall be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been

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terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

The *secretary* shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

e. The *treasurer* shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to members and the public.

The *treasurer* shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

The *treasurer* shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. And they shall disburse, or cause to be disbursed, the funds of the corporation, taking proper vouchers for such disbursements, Keeping and maintaining adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

The *treasurer* shall exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore. Render to the president and directors, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation.

The *treasurer* shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

The *treasurer* shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to them or from time to time by the board of directors.

f. Other officers appointed by the board shall perform such duties as may be specified by the board or by officers given authority over them.

Section 7 — Majority Action as Board Action: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of

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the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new officers. These nominations shall be voted upon at the next member meeting, if it will occur in less than four months, or at a special meeting to be called for the election within four months, whichever is earlier.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Compensation. Directors may not be compensated for their services as directors, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending board meetings or otherwise in connection with the performance of their duties as directors. Directors may be compensated for their personal and professional services rendered to or on behalf of the RIIS if approved in advance by the board and subject to compliance with RIIS's conflicts of interest policy.

Section 11 — Non-liability of directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, as limited under the laws of this state.

Section 12 — Indemnification by corporation of directors and officers: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 13 — Insurance for corporate agents: Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE VI — MEETINGS OF MEMBERS of the BOARD OF DIRECTORS

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Section 1 — Regular meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 2 — Special meetings: Special meetings may be called by the **chair** or a **simple majority of the board of directors**. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 3 — Notice of meetings: Notice of each meeting shall be given to each director, by **electronic mail**, not less than **two weeks** prior to the meeting.

Section 4 — Quorum: A quorum shall consist of two-thirds of the officers of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 5— Conduct of meetings: Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in their absence, by the vice chairperson, or in the absence of each of these persons, or by an officer designated by a majority of the directors present at the meeting. The secretary of the board shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 6— Rules of order: Meetings shall be governed by such procedures as may be approved from time to time by the board of directors. Should any question of parliamentary procedure arise at any meeting of the board, the latest edition of Robert's Rules of Order shall govern, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 7— Meetings Held Electronically: Except as otherwise provided in these bylaws, meetings of the board shall be conducted through use of internet meeting services designated by the president that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the board shall be subject to all rules adopted by the board to govern them, which may include any reasonable limitations on, and requirements for, board members' participation. Any such rules adopted by the board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the members. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

Section 8 Meetings — Held in Person. Some particular meeting or meetings of the board may be held in person either (a) when the president or vice-president has obtained written consent for this from every board member, or (b) when ordered by the board, by a two-thirds vote with previous notice of a motion to do so having been given.

ARTICLE VII — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, infrastructure, membership etc. The board chair appoints all committee chairs.

Section 2 — Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Audit Committee?

Compliance Committee?

Compensation Committee?

ARTICLE VIII — Compensation Approval Policies

Section 1 — Voting on matters pertaining to that member's compensation:

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 2 — Approving compensation:

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the

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board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member; the comparability data obtained and relied upon and how the data was obtained:

A. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

B. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting; any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

ARTICLE IX — Conflict of Interest Policy

Section 1 — Purpose of Conflict of Interest Policy: The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 — Definitions:

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 — Conflict of Interest Avoidance Procedures:

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 — Annual Statements:

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms:

- a. The person has received a copy of the conflicts of interest policy;
- b. The person has read and understands the policy;

- c. The person has agreed to comply with the policy; and
- d. The person understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 5 — Periodic Reviews:

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in insurance, impermissible private benefit, or in an excess benefit transaction.

Section 6 — Use of Outside Experts: When conducting the periodic reviews as provided for, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X — CODES OF CONDUCT AND ETHICS

Section 1 — Code of Conduct: A Code of Conduct acts as a foundational document for board members, outlining expectations regarding their behavior, decision-making, and interactions within the nonprofit organization requiring them to uphold the duty of care, the duty of loyalty, and the duty of obedience to RI. It serves as a guide to ensure ethical conduct, mutual respect, and professionalism throughout their tenure.

Section 2 — Fiduciary Duties: Board members have a fiduciary duty, meaning they are legally obligated to act in the best interest of the nonprofit organization. Policies related to fiduciary duties clarify expectations for financial stewardship, appropriate use of resources, and avoidance of personal gain at the expense of the organization.

Section 3 — Integrity and Transparency: These policies emphasize the importance of acting with integrity, honesty, and transparency in all aspects of board membership. They require board members to maintain confidentiality when necessary, avoid misrepresentation or misleading statements, and ensure accurate reporting and disclosure practices.

Section 4 — Compliance and Legal Obligations: Nonprofit organizations in New Jersey are subject to various legal requirements and regulations. Conduct policies outline the responsibilities of board members to comply with applicable laws, including those related to employment, fundraising, financial reporting, taxes, and other relevant areas.

Section 5 — Accountability and Evaluation: To establish accountability within the board, policies may include provisions on regular evaluations of individual board member performances, board effectiveness, and the organization as a whole. These evaluations help identify areas for improvement and ensure continuous learning and growth.

Section 6 — Best Practices and Continuing Education: Policies related to best practices and continuing education encourage board members to stay informed about nonprofit governance trends, relevant laws, and emerging practices. They may encourage participation in workshops, conferences, and training sessions to enhance the effectiveness of board members' contributions.

ARTICLE XI — Execution of Instruments, Deposits, and Funds

Section 1 — Execution of Instruments: The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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, 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 to render it liable monetarily for any purpose or in any amount.

Section 2 — Checks and Notes: Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3 — Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4 — Gifts: The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE XII — Corporate Records, Reports, and Seal

Section 1 — Maintenance of Corporate Records:

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The corporation shall keep at its principal office:

Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2 — Corporate Seal: The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3 — Directors' Inspection Rights: Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4 — Members' Inspection Rights: Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member. This includes the right to inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Records of Board and Board Committee Proceedings: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XIII — Compliance with IRC 501(c)(3) Tax Exemption Provisions

Section 1 — Limitations on Activities:

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 — Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3 — Distribution of Assets: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed **to the federal government, to a state or local government, or another nonprofit for a public purpose**. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4 — Private Foundation Requirements and Restrictions: In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

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(4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIV — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Section 2. Proposing Amendments: Amendments to these Bylaws may be proposed by: (a) a by two-thirds majority of the board of directors at a meeting duly held at which a quorum is present, or (b) a petition signed by not less than fifteen percent (15 %) of the members.

Section 3. Methods for Deciding Proposed Amendments: The Board shall by resolution submit such proposed amendments to a vote of the entire membership.

Section 4. Decision by a Vote of the Full Membership: They shall be delivered by the Secretary to each member in good standing together with a ballot not less than forty-five (45) days prior to the deadline by which the vote is to be canvassed. To become effective, the amendment must receive affirmative votes of two-thirds (2/3) of the votes cast by members having voting power, provided that not less than ten percent (10%) of the members having voting power cast a ballot.

ARTICLE XV — Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XVI — NONDISCRIMINATION

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The organizations, officers, directors, employees and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the RIIS Membership this _____ day of _____, 2024.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

Secretary

Date

CODES OF CONDUCT AND ETHICS

It is the intent of **RIIS** to strive for the highest ethical conduct from all board and staff. The leadership is particularly sensitive to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of the organization. These sensitive positions include officers, key senior staff members designated by the chair, and members of the board. In an effort to achieve the highest standards of conduct, each officer, key staff member, and board member is requested to acknowledge (by signing) the following adopted Code of Ethics by [month/day] each year. This acknowledgement will be kept on file in the human resource department.

All officers, key staff members, and members of the board of **RIIS** are required and expected to exercise the highest ethical standards of conduct and practice fundamental honesty at all times.

In support of **RIIS**'s standards of high ethical conduct, each officer, key staff member, and board member WILL NOT deceive, defraud, or mislead **RIIS** board members, officers, staff members, managers, supervisors, or other associates, or those with whom **RIIS** has business or other relationships misrepresent **RIIS** in any negotiations, dealings, contracts, or agreements divulge or release any information of a proprietary nature relating to **RIIS**'s plans, mission, or operational databases without appropriate approval obtain a personal advantage or benefit due to relationships established by any officer, senior staff member, or board member by use of the organization's name accept individual gifts of any kind in excess of \$, in connection with the officer's, key staff member's, or board member's relationship with **RIIS**. All such gifts are to be reported to the chief financial officer who shall divulge gifts received during the calendar year to the audit committee withhold their best efforts to perform their duties to acceptable standards engage in unethical business practices of any type use **RIIS** property, financial resources, or services of **RIIS** personnel for personal benefit violate any applicable laws or ordinances.

Infractions of this Statement of Personal and Professional Standards of Conduct are to be reported directly to any member of the audit committee shall, in his or her determination, bring the infraction to the full executive committee.

Signed

[month/day/year]