

**BY-LAWS
OF
DISTRIBUTED PROOFREADERS FOUNDATION, INC.**

Section 1. Board of Trustees. The activities of the corporation shall be managed by the Board which shall consist of not less than three trustees (the "Board").

Section 2. Nominating Committee. The president shall, with the advice and consent of the Board, appoint a nominating committee of one or more trustees, which shall recommend to the Board the names of persons to be submitted for election as trustees. The Trustees shall be elected by the Board.

Section 3. Regular Meetings. A regular meeting of the Board for the election of trustees and officers and such other business as may come before the meeting shall be held during January of each year upon not less than ten nor more than sixty days notice of the time, place and purposes of the meeting.

Section 4. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the president or by a majority of the trustees. Such meetings shall be held upon not less than 2 days notice.

Section 5. Notice and Waivers of Notice of Meetings; Adjournments. Notice of a meeting may be given by mail, telephone or electronically and notice need not be given to any trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion

of the meeting, the lack of notice to such trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

Section 6. Action Without Meeting. The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member shall consent in writing to such action. Such written consents shall be filed with the minutes of the meeting.

Section 7. Meeting by Email or Telephone. The Board or a committee of the Board may participate in a meeting, by means of a telephone conference call, electronically or any other means of communication by which all persons participating in the meeting are able to communicate with each other or hear each other.

Section 8. Quorum. A majority of the trustees shall constitute a quorum thereof for the transaction of business. The act of the majority of the trustees at a meeting at which a quorum is present shall be the act thereof except that the act of a majority of the entire Board shall be required with respect to any amendment to these by-laws or the Certificate of Incorporation or the making of any grant or distribution of funds.

Section 9. Committee of the Board. The Board, by

resolution approved by a majority of the entire Board, may appoint from among the trustees one or more trustees, each of which, to the extent provided in the resolution, shall have any may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the corporation;

- (b) elect or appoint any officer or trustee, or remove any officer or trustee;

- (c) make any grants or distributions of funds;

- (d) submit to members any action that requires the approval of members; or

- (e) amend or repeal any resolution previously adopted by the board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;

- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;

- (c) abolish any such committee at its pleasure; or

- (d) remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the

committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the resolution of the Board establishing such committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 10. Compensation. Neither trustees nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

Section 11. Officers. At its annual meeting, the Board shall elect a president, a treasurer, a secretary, and such other officers as it shall deem necessary. The president and the secretary shall be trustees; other officers may, but need not, be trustees. Any two or more officers may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or

by these by-laws to be executed, acknowledged or verified by two or more officers. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, with or without cause. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

(a) The president shall be chief executive officer of the corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The president shall have the general powers and duties of management usually vested in the office of president of a corporation. The president may delegate from time to time to any other officer, any or all of such duties and authority.

(b) The vice president, if elected, shall have such duties and possess such authority as may be delegated to the vice president by the president.

(c) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer shall

perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the president or the Board.

(d) Assistant treasurers, if elected, shall have such duties and possess such authority as may be delegated to them by the treasurer.

(e) The secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the president or the Board.

(f) Assistant secretaries, if elected, shall have such duties and possess such authority as may be delegated to them by the secretary.

Section 12. Force and Effect of By-Laws. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 13. Amendment to By-Laws. These by-laws may be altered, amended or repealed by the Board. Notice of any such by-

law change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed.

DISTRIBUTED PROOFREADERS FOUNDATION, INC.

ORGANIZATION OF CORPORATION
UPON UNANIMOUS WRITTEN CONSENT
OF TRUSTEES

We, the undersigned, being all the trustees of Distributed Proofreaders Foundation, Inc., do hereby consent to the following:

1. The form of by-laws attached hereto is adopted as the by-laws of the Corporation.

2. The following individuals are duly elected to the offices indicated:

President -

Secretary -

Treasurer -

3. The president is authorized to procure a seal, account books, and stationery as are necessary for corporate purposes.

4. The president or treasurer is authorized to open bank accounts and to deposit funds of the Corporation as such officers shall deem necessary or desirable.

IN WITNESS WHEREOF, this consent is executed this
day of March , 2006.

Juliet B. Sutherland

Greg Newby

Charles Franks