

AMENDED AND RESTATED BYLAWS
SEEDS – ACCESS CHANGES EVERYTHING

Updated: February 2021

ARTICLE I

NAME AND OFFICES

1.1 Name. The name of this corporation is “New Jersey SEEDS, Inc. d/b/a SEEDS – Access Changes Everything” (the corporation is referred to herein as “SEEDS”), and may conduct its operations using such names as the Board of Trustees (sometimes referred to herein as the “Board”) may determine from time to time.

1.2 Offices. The principal office of SEEDS shall be located in Essex County, New Jersey. SEEDS may move the location of its principal office and have other offices at such other places as the Board from time to time may determine.

ARTICLE II

PURPOSES

2.1 Purposes. SEEDS is organized and shall be operated exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or as they may hereafter be amended (collectively, the “Code”). The purposes of SEEDS are as more particularly set forth in Article SECOND of SEEDS’s Amended and Restated Certificate of Incorporation.

ARTICLE III

BOARD OF TRUSTEES

3.1 General. The businesses and affairs of SEEDS shall be governed by the Board, acting for, and in the interest of, the students who are, will be or have been participants in the SEEDS program. The Board shall be chaired by one trustee, who shall be elected by the Board annually (herein referred to as the "Chair").

3.2 Trustees. The Board shall consist of no fewer than eight (8) and no more than fifty (50) trustees elected by the Board, not including the President. Trustees shall be recommended to the Board by the Executive Committee [which may also be referred to as the Committee on Trustees or other such names as they determine from time to time]. Trustees may be elected at any Board meeting throughout the year. Trustees shall be placed in one of three classes of approximately equal size, such that the terms of approximately one-third of all Trustees shall expire each year.

3.3 Eligibility and Election of Trustees. Trustees must be eighteen years of age or older, and shall be selected for their willingness to serve SEEDS and for the knowledge and skills they may contribute to the conduct of the affairs of SEEDS.

3.4 Assumption of Office. A newly elected trustee shall assume office immediately after conclusion of an affirmative vote or at such other time as determined by the Board. With the approval of the Executive Committee, they may attend a Board meeting or committee meeting before official affirmative vote.

3.5 Removal of Trustees. Any trustee of SEEDS may be removed from office with cause by the affirmative vote of a majority of the other trustees then in office.

3.6 Vacancies. The trustees may fill a vacancy even if they lack a quorum to decide other matters.

3.7 Duties and Responsibilities. Trustees shall attend Board meetings regularly, serve without remuneration for their services as trustee, and shall advise the Board of any conflict of interest that might affect their ability to serve in an unprejudiced manner.

3.8 Standing Committees. At each annual meeting or retreat of the Board, the Chair, after consulting with the Board, shall appoint such committees with such membership, duties, and powers as deemed advisable and necessary for the proper conduct of the business of SEEDS. The standing committees shall consist of at least the following:

- a. Committee on Trustees;
- b. Development;
- c. Finance and Administration.

All standing committees shall report from time to time on their activities to the Board and may make recommendations to the Board on matters referred to them, or falling within their jurisdiction. All standing committees shall adopt annual goals, to be approved by the Board at the annual meeting.

3.9 Executive Committee. An Executive Committee shall exercise the Board's powers and authority in the management of the business and affairs of SEEDS in between Board meetings, and as may be delegated to it by the Board of Trustees, excepting, however, those powers that by law may not be delegated. A meeting of the Executive Committee may be called at any time by the Chair. The Executive Committee shall be comprised of the Board Chair, President, and such other trustees and/or officers as the Board Chair shall appoint.

3.10 Other Committees. From time to time, the Board of Trustees may designate other committees with such duties and responsibilities as will serve the interests of SEEDS.

ARTICLE IV

MEETINGS OF THE TRUSTEES

4.1 Annual Meeting. The annual meeting of the trustees for the election of trustees and officers, and for the transaction of such other business as may properly come before the meeting, shall be held in September of each year at a Board-approved time and place.

4.2 Regular Meetings. Regular meetings of the trustees of SEEDS (one of which shall be the annual meeting) shall be held at least twice a year, unless otherwise scheduled by the Board of Trustees, at the principal office of SEEDS or at such other place within or outside the State of New Jersey as the Board of Trustees shall designate, on such dates and at such times as the Board of Trustees may determine.

4.3 Special Meetings. Special meetings of the Board of Trustees may be called by the Board Chair, or shall be called by the Chair upon the request of any five (5) trustees.

4.4 Notice of Meetings. Notice of every annual, regular, or special meeting of the Board of Trustees, specifying the date, place, and hour of same, and the purpose or purposes for which the same is called, shall be by mail or email at least three (3) days before each meeting addressed to trustee's most recent address or email address as appears on the books of SEEDS. In the case of virtual meetings, the actual link to a virtual meeting does may be sent out in closer proximity to the date as long as the virtual setting is stipulated earlier.

4.5 Waiver of Notice. Notice of any Board or committee meeting, or of any action by the Board or of a committee, need not be given to any trustee or committee member who signs a waiver of notice (or whose duly authorized attorney signs such a waiver), whether before or after the meeting. The attendance of any trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that trustee.

4.6 Quorum. At any meeting of the trustees, the presence of one-third (1/3) of the trustees serving at that time shall constitute a quorum. The act of a majority of those trustees present at any meeting at which there is a quorum shall be the act of SEEDS. At any committee

meeting, the presence of one-third (1/3) of the committee members serving at that time shall constitute a quorum and the act of a majority of those present at any committee meeting shall be the act of the committee.

4.7 Voting. At every meeting of trustees, each trustee who is present shall be entitled to one (1) vote. No vote may be made by proxy.

4.8 Action by Consent. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if, prior or subsequent to such action, a written consent to such actions is signed by all trustees or by all members of such committee, as the case may be, and such written consent shall be included in the minutes of proceedings of the Board of Trustees or the committee.

4.9 Virtual Meetings and Conference Calls. Meetings by video or audio conferencing or by any other means of communication by which all persons are able to hear each other shall be permitted, upon proper notice and approval by the Board Chair, provided that a quorum of trustees participates in any such meeting. For purposes of Section 4.6, "presence" shall mean attendance in person or by such other means.

ARTICLE V

OFFICERS

5.1 Officers. The officers of SEEDS shall consist of a Chair and Treasurer, all of whom shall be trustees by virtue of their office. A Vice Chair may also be appointed, who shall also be a trustee. The officers shall be elected by the Board of Trustees at its annual meeting, and may collectively be referred to as the "Officers." Any Officer may be removed from office with or without cause by the affirmative vote of two-thirds of the full Board of Trustees at a duly constituted Board meeting.

5.2 Additional Officers. The Board of Trustees may from time to time appoint and, at its discretion, remove additional officers as it may deem desirable with such titles and with such powers and duties as the Board may from time to time designate.

5.3 The Chair ensure Trustee adherence to the policies established by the Board of Trustees.

ARTICLE VI

FINANCES / AUDITS / FISCAL YEAR

6.1 Finance and Administration. The funds of SEEDS shall be overseen by the Finance and Administration Committee, and administered and disposed of by the Board, the Chair, and such officers or other persons as shall be designated by the Board.

6.2 Audits. The Board shall cause SEEDS's books to be properly audited and examined at least once each fiscal year by an independent and duly certified public accountant to be approved by the Finance and Administration Committee. Unless otherwise determined by the Board of Trustees, the Finance and Administration Committee shall fulfill the function of the Board relating to the independent audit and certification of SEEDS's financial operations. This shall include its review and discussion of the annual report of the auditor, and reporting its findings and recommendations to the Board of Trustees.

6.3 Fiscal Year. The fiscal year of SEEDS shall begin on September 1 of each year and end on August 31 of the succeeding year.

ARTICLE VII

INDEMNIFICATION

7.1 Indemnification. SEEDS shall indemnify and hold harmless any present or future trustee, officer or employee from any suit, damage claim, judgment, or liability arising out of, or asserted to arise out of, any conduct of such person in his/her capacity with SEEDS to the

fullest extent permitted by the New Jersey Nonprofit Corporation Act, as may be amended from time to time, except in cases involving willful misconduct. SEEDS may purchase or procure insurance to provide for such indemnification coverage.

7.2 Indemnification Not in Restriction of Other Privileges. The right of indemnification described in section 8.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which SEEDS or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

ARTICLE VIII

AMENDMENTS

8.1 Amendments. These Bylaws may be amended, supplemented, or repealed at any meeting of the Board of Trustees by a quorum of the trustees present, in person, or by telecommunications device, provided all persons are able to hear each other, and provided the notice to the Board of such meetings, given in accordance with the terms of these Bylaws, shall contain a statement in general terms of the nature of the proposed amendment, supplement, or repealer.

ARTICLE IX

PROHIBITION AGAINST SHARING

IN CORPORATE EARNINGS / DISSOLUTION

9.1 No Private Inurement. No trustee, officer, employee, committee member, or other person connected with SEEDS, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of SEEDS at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Trustees, for services rendered to or for SEEDS and/or for reimbursement of reasonable expenses incurred in connection with such services.

9.2 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of SEEDS, whether voluntary, involuntary or by operation of law, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of SEEDS for one or more exempt purposes within the meaning of Code Section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code Section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

EXEMPT ACTIVITIES

10.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, or representative of SEEDS shall take any action or carry on any activity by or on behalf of SEEDS which is not permitted to be taken or carried on (1) by an organization exempt from federal income tax under Code Section 501(c)(3), or (2) by an organization, contributions to which are deductible under Code Sections 170, 2055(a)(2), or 2522(a)(2).

10.2 Lobbying and Political Activities. No substantial part of the activities of SEEDS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SEEDS shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

10.3 Public Inspection of Annual Returns. SEEDS shall make available for public inspection a copy of its three most recent annual returns and upon request shall provide copies of such returns and any other documents, all as may be required by law.