

BYLAWS
OF
DVRPC FOUNDATION for NEW JERSEY, Inc.

- May 24, 2018 -

ARTICLE I: CORPORATION, OFFICE, RECORDS

Section 1.1 The Corporation. DVRPC Foundation for New Jersey, Inc. (herein the "Corporation") is a corporation that is organized under the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 et seq.(the "Act")).

Section 1.2 Principal Office. The principal office and location of this Corporation shall be at the offices of the Delaware Valley Regional Planning Commission (DVRPC), 190 North Independence Mall West, Philadelphia, PA 19106, or at such place as may be designated from time to time by the board of trustees.

Section 1.3 Records. This Corporation shall keep as permanent records minutes of all meetings of its board of trustees, a record of all actions taken by the trustees without a meeting, and a record of all actions taken by committees of the board of trustees. This Corporation shall maintain appropriate accounting records.

This Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.3, this Corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) a list of the names and business addresses of its current trustees and officers;
- (d) its most recent annual report delivered to the New Jersey Secretary of State as required by Section 15A:4-5 of the Act; and
- (e) appropriate financial statements of all income and expenses.

ARTICLE II TYPE OF CORPORATION; PURPOSES

Section 2.1 Type of Corporation. This Corporation is a charitable purpose corporation. Such designation is made solely for the purposes of Section 15A:1-1 of the Act.

Section 2.2 Purposes Stated in Articles. The purposes of this Corporation shall be those nonprofit purposes as established in the Corporation's articles of incorporation, as may be amended from time to time. This corporation, DVRPC Foundation for New Jersey, Inc., shall function as a "type II supporting organization" under the Internal Revenue Code of 1986, as amended, ("Code") and the regulations promulgated thereunder for the benefit of the member governmental units serviced by the Delaware Valley Regional Planning Commission, a federally designated Metropolitan Planning Organization ("DVRCP").

ARTICLE III Trustees

Section 3.1 Trustees in Lieu of Members. This Corporation shall have members and be governed by a board of trustees. The initial number of members of the Corporation shall be five (5).

Section 3.2 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the board of trustees of this Corporation. The board of trustees shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this Corporation, to determine the policies of this Corporation, to do or cause to be done any and all lawful things for and on behalf of this Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) the board of trustees shall not authorize or permit this Corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Act, (b) none of the powers of this Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this Corporation, and (c) all income and property of this Corporation shall be applied exclusively for its nonprofit purposes.

This Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not

directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this Corporation shall inure to the benefit of any trustee, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this Corporation, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Section 3.2.

Section 3.3 Number. The Corporation will initially have five (5) trustees, representing Mercer County, Burlington County, Camden County, Gloucester County, and the DVRPC. The trustees of this Corporation shall be represented by the then-serving DVRPC Board of Commissioners for each of these jurisdictions, or by another representative as designated by the governing body or chief elected official of those jurisdictions, and the Executive Director of DVRPC. Each trustee may also designate an alternate to represent them as needed. The Board of Trustees may also act, in accordance with the voting procedures in Section 4.7, to add additional trustees to the Corporation. In the event of withdrawal of members under Section 3.8, the Corporation may only take action provided there are a minimum of four (4) members, including DVRPC.

Section 3.4 Appointment and Terms of Office. The persons serving as members of the Board of Commissioners of the DVRPC or their alternate as designated, together with the DVRPC Executive Director, shall concurrently serve as the trustees of this Corporation. Where a jurisdiction appoints a representative other than the DVRPC Board of Commissioners representative, that trustee shall serve at the pleasure of the governing body or chief elected officer of that jurisdiction.

Section 3.5 Vacancies. Vacancies on the board of trustees resulting from the death, resignation, removal, incapacity or disqualification of a designated trustee shall be filled automatically by the person who fills such designated position as the DVRPC Executive Director or as a member of the DVRPC Board, or as designated by the governing body or chief elected officer of that jurisdiction.

Section 3.6 Compensation. No trustee shall receive compensation from this Corporation for any service such person may render to it as a trustee. However, a trustee may be reimbursed for rendering service to this Corporation in the administration of its affairs.

Section 3.7 Committees. The board of trustees, by resolution adopted by all of the trustees in office, may designate one or more committees, each of which shall consist of three or more trustees and shall have and exercise the authority of the board in the management of this Corporation to the extent provided in the designating resolution, provided, however, that any actions of a committee which are binding on the board of trustees must be approved by a vote of the entire board of trustees. Other committees not having the authority of the board of trustees in the management of this Corporation may be designated by a resolution adopted by all of the trustees. Each such committee shall have such duties and authority as are from time to time delegated to it by the board of trustees.

Committees of the board of trustees and members of such committees are governed by

Article IV of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of trustees in the case of committees not having the authority of the board of trustees, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this Corporation and shall report the same to the board of trustees at or prior to its next meeting. The secretary of this Corporation or their designee may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to trustees, officers, agents or employees except in exchange for value received;
- (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this Corporation's assets;
- (c) unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove trustees or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend or repeal the articles of incorporation or these bylaws.

Section 3.8 Withdrawal and Reinstatement. Any member may withdraw their jurisdiction's participation in the Corporation or request to reinstate their participation in the Corporation by delivering a written notice thereof to the Chair of the board of trustees, or to the DVRPC Executive Director. Such withdrawal shall be effective when such notice is delivered, unless a later date is specified in the notice. Withdrawal from the Corporation does not represent withdrawal from DVRPC. Requests for reinstatement must be approved by the remaining members of the Corporation, and shall be effective upon a vote of the remaining Corporation members.

ARTICLE IV MEETINGS OF THE BOARD OF TRUSTEES

Section 4.1 Place of Meetings. Meetings of the board of trustees shall be held at the principal office of the Corporation or at any place as may be determined by the board of trustees and designated in the notice of the meeting.

Section 4.2 Annual Meetings. An annual meeting of the board of trustees shall be held each year following the January meeting of the DVRPC Board of Commissioners, or at such other time as may be determined by the board of trustees.

Section 4.3 Regular Meetings. In addition to the annual meeting, the board of trustees may hold regular meetings at such time and place as may be determined by the board. Any business may be transacted at a regular meeting.

Section 4.4 Special Meetings. Special meetings of the board of trustees may be called by DVRPC or at the written request of at least three (3) active members, such special meetings to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this Corporation or at such place or places as the board of trustees shall have determined.

Section 4.5 Notice of Meetings. Notice of each annual meeting, regular meeting, or special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given and effective to each trustee at least five (5) days before the day on which the meeting is to be held.

Whenever notice is required to be given to a trustee, such notice shall be provided by the officer or trustee calling the meeting and shall be mailed through the postal service, sent by electronic mail, sent by facsimile or personally delivered to such trustee. Such notice shall be deemed given and effective on the date determined in accordance with Article VIII of these bylaws. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 4.6 Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of a majority of the trustees in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the discussion of business at all meetings; provided, however, that in no event shall fewer than four (4) trustees, inclusive of a representative of DVRPC, constitute a quorum.

Section 4.7 Voting. Each trustee present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. A member must abstain from voting when there is a conflicting interest, as defined in the Code of Ethics of Section 6.5 Any action must receive affirmative votes from all current voting members of the Board of Trustees either present at a duly conducted meeting, or by email vote within 10 days of said duly conducted meeting, in order to proceed. Approval by the Board of Trustees of any action requires the affirmative vote of a least three Trustees, inclusive of DVRPC, allowing only two Trustees to abstain from a vote, for it to be valid.

Section 4.8 Meetings by Conference Telephone or Similar Communications Equipment. Members of the board of trustees of this Corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 4.9 Action without a Meeting. Any action which is required to be or may be taken at a meeting of the trustees may be taken without a meeting if one or more written consents describing the action so taken are submitted by all voting members of the board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary shall file such consents with the minutes of the meetings of the board of trustees.

ARTICLE V OFFICERS

Section 5.1 General. The Corporation may have as executive officers a Chair, a Vice-Chair/Secretary and a Treasurer, each of whom shall be elected by the Board of Trustees. The Board of Trustees may, in its discretion, create from time to time such other offices as it deems necessary and advisable for the carrying on of the business of the Corporation. All executive officers shall be selected from among the active county members of the Board of Trustees.

The officers shall be first elected by the board of trustees at the first meeting of the board, to serve at the pleasure of the board until the first annual meeting of the board of trustees or until their earlier death, incapacity, disqualification, resignation or removal. At the first and each subsequent annual meeting of the board of trustees, the board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal. The Chair of the Board shall rotate among the active county members of the Board on an annual basis, on a schedule to be determined by the Board.

Section 5.2 Resignation. An officer may resign by delivering a written notice thereof to this Corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 5.3 Removal. Any officer or any employee or agent of this Corporation may be removed or discharged for any lawful purpose by the board of trustees at any time with or without cause.

Section 5.4 Compensation. No officer who is also a member of the board of trustees shall receive any salary or compensation for serving as an officer. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this Corporation.

Section 5.5 Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this Corporation shall be filled by the board of trustees at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 5.6 Delegation of Authority. The board of trustees may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this Corporation or other responsible person, including DVRPC staff. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 5.7 The Chair of the Board. The chair of the board shall preside at all meetings of the board of trustees at which the chair may be present and shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws. The board of trustees may delegate such other authority and assign such additional duties to the chair of the board, other than those conferred by law or these bylaws exclusively upon the chair, as it may from time to time determine.

Section 5.8 The Vice-Chair / Secretary. The vice-chair / secretary, shall perform such duties as the board of trustees may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the chair, the vice-chair / secretary shall be vested with all the powers and perform all the duties of the office of the chair until the board otherwise provides. In addition, the vice-chair / secretary shall attend the meetings of the board of trustees and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this Corporation to be kept for that purpose. The vice president / secretary shall perform similar duties for any committee when requested by any such committee. In addition, the vice president / secretary shall have the following duties:

- (a) act as custodian of all the books, papers and records of this Corporation and authenticate records of this Corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the vice president / secretary's possession;
- (c) act as custodian of the seal of this Corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (d) give or cause to be given notice of the meetings of the board of trustees, but this shall not lessen the authority of others to give such notice as provided in these bylaws;
- (e) exercise and discharge the general duties, powers and responsibilities of a vice-chair and secretary of the Corporation; and exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of trustees.

As noted in Section 5.6, the vice-chair / secretary may delegate these duties to DVRPC staff.

Section 5.9 The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this Corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this Corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this Corporation in such accounts and depositories as may be designated by the board of trustees. The treasurer shall disburse or permit the disbursement of funds of this Corporation in accordance with the authority granted by the board of trustees. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of trustees to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the board of trustees, whenever requested by any of them, a report on all financial transactions of this Corporation and the financial condition of this Corporation. The treasurer shall be bonded if the board of trustees so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this Corporation, and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of trustees.

As noted in Section 5.6, the treasurer may delegate these duties to DVRPC staff.

ARTICLE VI GENERAL PROVISIONS

Section 6.1 Personnel. DVRPC shall make available to the Corporation the services of its employees and consultants, to the extent they are not otherwise occupied in providing services to DVRPC, to perform a variety of administrative, financial, program and similar functions for the Corporation on an as-needed basis, as provided in a separate agreement between DVRPC and the Corporation.

Section 6.2 Equipment and Facilities. To the extent that the activities of the Corporation are and remain consistent with the overall purposes and goals of DVRPC, employees and consultants of DVRPC who are made available to the Corporation may use the office space, office supplies, office equipment and furniture at DVRPC.

Section 6.3 Financial Management. DVRPC staff, as designated in Section 6.1, shall provide the financial management of the Corporation, including the ability to enter into contracts, payment of direct, indirect and overhead costs, or other consultant or staff costs. DVRPC staff, as designated, may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this Corporation.

DVRPC will create one or more systems of accounting to allocate revenue and costs between DVRPC and the Corporation, and will report that accounting to the Board of Trustees as requested, or no less than quarterly. A separate agreement between DVRPC and the Corporation will further define the personnel and administrative relationship and responsibilities.

Section 6.4 Annual Audit. The board of trustees shall direct that an annual audit of the books of account and financial records of this Corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of trustees otherwise deems such audit necessary or advisable. Unless otherwise directed, the Annual Audit of the Corporation will be conducted concurrently with the Annual Audit of the Delaware Valley Regional Planning Commission.

Section 6.5 Ethics and Conflicts of Interest. All members of the board of trustees are subject to and must comply with the Code of Ethics as prescribed in Article IX of the By-Laws of the Delaware Valley Regional Planning Commission, as amended and adopted on April 27, 2017 or any subsequent amendments. That Code of Ethics is appended to these By-Laws.

Section 6.6 Dissolution. In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation. Such assets should first go to DVRPC as a governmental unit as described in 26 U.S. Code Section 170(c)(1) to continue the work of the Corporation. If DVRPC is unable to continue the work or accept the funds, the Board of Trustees may direct the funds to another qualifying local governmental unit or to another 501(c)(3) organization as designated by the Board of Trustees that is able to accept the funds and continue the work of the Corporation. Under no circumstances shall any assets be distributed to the trustees, officers, or employees of the Corporation. Any such assets not so disposed shall be disposed of by Order of the Superior Court of New Jersey, , exclusively for such purposes or to one or more such organizations, as

said Court shall determine.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1 General Rule. A Trustee shall not be personally liable for monetary damages as Trustee for any action taken, or any failure to take any action, unless

(1) the Trustee has breached or failed to perform the duties of Trustee in accordance with the standard of conduct and any amendments and successor acts thereto; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; Provided however, the foregoing provision shall not apply to (1) the responsibility or liability of a Trustee pursuant to any criminal statute or (2) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Section 7.2 Indemnification. The Corporation shall indemnify any officer or Trustee or employee or other representative of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Trustee and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 7.3 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 7.4 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Trustee [or employee or representative] of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.5 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

Section 7.6 Limitation on Indemnity and Advancement of Expenses. Notwithstanding anything to the contrary in these Bylaws or in the Act, if the Board of Trustees obtains a written reasoned opinion from legal counsel that the provision of indemnification or advancement of expenses by the Corporation to any person may jeopardize the Section 501(c)(3) exemption held by the Corporation or by any of the nonprofit organizations represented by Trustees on the DVRPC Board of Commissioners, the Board of Trustees of this Corporation shall have the right and authority to decide not to extend any indemnification or advancement of expenses to such person.

ARTICLE VIII NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any trustee shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) in the case of notice sent by mail through the postal service, by electronic mail or by facsimile, when received by the trustee being notified;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a trustee if addressed to the trustee's address shown on this Corporation's current records.

ARTICLE IX FISCAL YEAR

The board of trustees shall have the power to fix and from time to time change the fiscal year of this Corporation. In the absence of action by the board of trustees, however, the fiscal year of this Corporation shall follow the fiscal year of DVRPC.

ARTICLE X AMENDMENTS

Except as otherwise specifically provided in these bylaws, the bylaws of this Corporation may be amended or new bylaws adopted upon the unanimous approval of all voting members of the Corporation. If an amendment is to be approved at a meeting of the board of trustees, five (5) days' notice of the meeting must be given to all members of the board of trustees. The notice must state that the purpose of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment. This Corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member at all reasonable times during office hours.

ARTICLE XI DVRPC APPROVAL RIGHTS

As a supporting organization for the DVRPC, in order for the below actions to be valid corporate action, the Corporation shall obtain the approval of the DVRPC Executive Director over the following actions:

- (a) Any amendment to the Corporation's Certificate of Incorporation and/or By-Laws.
- (b) The entering into of any loan or other funding agreement whereby there is or may be an obligation on the Corporation to repay.
- (c) The entering into of any grant to the Corporation for more than \$50,000.
- (d) Any adoption of a plan for liquidation or dissolution of the Corporation.
- (e) Any transaction or other event in which the Corporation becomes affiliated with another entity or which causes a material change in the nature of the Corporation's relationship with DVRPC.

CERTIFICATE

The foregoing bylaws were duly amended and adopted as and for the bylaws of DVRPC Foundation for New Jersey, Inc. at a meeting of the board of trustees of this corporation at a meeting held on June 7, 2018.