

BYLAWS
OF
NEW JERSEY SAFETY INSTITUTE

ARTICLE I

NAME, PURPOSES AND POWERS, OFFICES, AND MEMBERS

Section 1. Name. The name of the corporation is NEW JERSEY SAFETY INSTITUTE, Inc. (the "Corporation").

Section 2. Purpose. The Corporation is a nonprofit corporation organized and shall be operated not for pecuniary profit. The purposes for which the corporation is organized is to advocate for traffic, pedestrian, building and workplace safety and education in the State of New Jersey, through educational seminars, public informational messages and safety research. The Corporation is authorized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers except as permitted under the New Jersey Nonprofit Corporation Act (the "Act"), and any purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code.

Section 3. Offices. The principal office of the Corporation shall be located at 9 Campus Drive, Suite 16, Parsippany, New Jersey, or at such other place as the Board of Trustees shall determine from time to time.

Section 4. Members. The Corporation shall not have members.

Section 5. Purpose of By-Laws. These bylaws establish rules and procedures for conducting the affairs of the corporation. They are binding on the Board of Trustees, on members of any committees established by the Board, and on the corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these bylaws 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.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Powers and Duties. The business and property of the Corporation shall be managed and controlled by a Board of Trustees (the "Board"). All the corporate powers, except such as otherwise provided for in these Bylaws, the Certificate of Incorporation of the Corporation, and in the laws of the State of New Jersey, shall be and are hereby vested in the Board. The Board may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

Section 2. Number of Trustees. The initial number of persons serving on the Board shall be five (5). There shall be not less than five (5) trustees. The trustees may provide for additional trustees, not to exceed a total of fifteen (15) trustees.

Section 3. Term. Trustees shall be elected by the Board at its first regular meeting of every calendar year. The trustees shall serve staggered terms of three (3) years. Nothing herein shall be construed to prevent a Trustee from succeeding himself in office for additional terms.

Section 4. Resignation. Any Trustee may resign at any time by delivering a written resignation to the Board.

Section 5. Removal of Trustee. Any Trustee may be removed from office "for cause" by a two thirds (2/3) vote of the Trustees. "Cause" constitutes any dereliction of the duties as set forth in Schedule "A" of these By-Laws, "Board of Trustees Role & Function". A Trustee whose removal is sought shall be entitled to notice of the charges against him/her and shall be afforded a reasonable opportunity to respond to such charges.

Section 6. Vacancies During Term. Any vacancy on the Board occurring during the year shall be filled for the unexpired portion of the term by the majority vote of the Trustees then serving. By way of example and not of limitation, any Trustee who is absent for four (4) consecutive regular Board meetings, unless excused for sickness, or otherwise, may be removed from office by a majority vote of all the Trustees.

Section 7. Appointment at End of Term. Vacancies on the Board caused by the expiration of a term of a Trustee shall be filled by the affirmative vote of a majority of the Trustees then in office, even though less than a quorum of the Board, or by a sole remaining Trustee.

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Annual Meeting. ~~The Board shall hold a regular annual meeting on the first~~ Monday during the month of July each year, or on such other date as may be designated by the Board, at a time and place as determined by the Board, for the transaction of such business as may properly come before said meeting.

Section 2. Regular Meetings. The Board shall hold regular meetings quarterly, or at such other frequency as the Board shall determine, on such dates as may be designated by the Board. The annual meeting shall be considered one of the regular meetings.

Section 3. 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 any two (2) of the Trustees. Such meetings shall be held upon not less than two (2) days' notice given personally or by telephone or email, or upon not less than four (4) days' notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting and the

general purpose(s) of the meeting. No business other than that specified in the notice shall be transacted at the Special Meeting.

Section 4. Notice. Subject to the provisions of Section 5 of this Article III, written notice for all regular meetings of the Board which are to be held or which have been adjourned, cancelled or changed as to place, date or hour, shall be given by or under the direction of the Secretary and mailed to each Trustee at the appropriate address appearing on the books of the Corporation. All notices shall state the place, date, and hour of the meeting. Notice of annual meetings shall be given not less than ten (10) nor more than sixty (60) days before the date of such meeting, either personally or by mail to each Trustee.

Section 5. Waivers of Notice of Board Meetings; Adjournments. Notice of a meeting 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, except that notice or waiver of notice of a Special Meeting shall specify the purpose of the 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 adjustment does not exceed ten (10) days in any one adjournment.

Section 6. Meeting by Telephone. The Board or any committee of the Board may participate in a meeting of the Board or of such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. The number of Trustees which shall constitute a quorum for the transaction by the Board of business of the Corporation shall be three (3).

Section 8. Voting. At all meetings of the Board, each Trustee shall have one (1) equal vote.

Section 9. Action Without a Meeting. Notwithstanding any other provisions of these Bylaws, any action which the Board may take at any meeting of the Board may be taken without a meeting if, prior to or subsequent to the action, all members of the Board consent in writing, which may include by fax and/or scanned document with signature transmitted by email, to such action and their written consents are filed with the minutes of proceedings of the Board.

ARTICLE IV

OFFICERS

Section 1. Offices; Election. The Corporation shall have the following officers: a President, Vice-President, Secretary, Recording Secretary and Treasurer, and such other officers or agents as it shall deem necessary or advisable. The President, Vice President and Secretary shall be a Trustee of the Board. All officers shall be elected for a term of one (1) year by the Board at the annual meeting. An officer may hold more two or more offices and may serve successive terms in the same or different offices.

Section 2. Assistant Officers. The President, with the consent of a majority of the Trustees, may appoint assistant officers to aid the principal officers of the Board, not including, however, an assistant president. The assistant officers may be appointed at such times and for such terms not longer than one (1) year as the President shall deem necessary for the proper management of the Corporation. Assistant officers may perform such duties as may be delegated to them respectively by the principal officers whom they are appointed to aid and as otherwise may be assigned to them by the Board.

Section 3. The President. The President shall preside at all meetings of the Corporation, and shall perform such other duties as may be prescribed in these Bylaws or as may be delegated to him or her by the Board. The President shall enforce the Bylaws of the Corporation, decide all questions of order, declare the results of all elections, appoint all committees with the consent of a majority of the Trustees, approve all financial transfers, and shall serve ex officio on all committees. Without limiting the generality of the foregoing, the President shall sign and execute in the name of the Corporation all duly authorized contracts and other documents and writings. If a majority of the Trustees shall not consent to the appointment of a committee, the Trustees may appoint a substituted committee.

Section 4. The Vice President. The Vice President shall act as aide to the President and shall assist in conducting the meetings of the Board. In the absence of the President, or in the event that he or she shall be unable to perform his or her tasks, the Vice President shall serve as President.

Section 5. The Secretary & Recording Secretary. The Secretary and Recording Secretary shall conduct all correspondence of the Corporation, record the minutes of all meetings of the Corporation, shall have a copy of the approved Bylaws available at every meeting, and shall perform such other duties as the Board may assign, including but not limited to Attesting the signature of the President and the authorization of the Board for any Contract.

Section 6. The Treasurer. The Treasurer shall have custody of all the funds of the Corporation. The Treasurer shall receive all money due to the Corporation, pay out money as directed, and keep an accurate account of same. The Treasurer shall deposit money in the Corporation's bank accounts as the Board shall direct, and shall report to the Board at each of its meetings. The Treasurer shall pay all bills by check or wire transfer, with the endorsements of himself and the President.

Section 7. Delivery of Official Material. All officers shall deliver to their respective successors, all documents and records relating to their offices, not later than ten (10) days following the election of their successors.

Section 8. Election of Officers. The officers shall be nominated and elected by the Trustees at elections which shall be held at the annual meeting. Nominations shall be taken at the annual meeting; provided, however, that nominations of officers shall remain open until the time of election. Any candidate who wishes to be nominated but cannot be present at the annual meeting must send a written notice to the Secretary by no later than the call to order of the annual meeting. Each nomination must be seconded. A quorum of the Trustees must be present in person or by telephone conference call at the election. Election shall be by majority vote of the Trustees constituting a quorum, and may be by secret ballot as determined by the Board.

Section 9. Resignations; Removal. Any officer can resign by delivering a written resignation to the Secretary or to the President. Any officer can be removed for incompetence, inattention to the duties of their office or conduct unbecoming their office by a majority vote of the Trustees at any regular or special meeting of the Board at which a quorum is present. In addition, any officer who is absent for four (4) consecutive meetings, unless excused, may be removed from office by a majority vote of the Trustees.

Section 10. Vacancy. Any vacancy caused by the resignation, removal, death or incapacity of any officer shall be filled by a vote of the majority of Trustees for the unexpired portion of the term.

Section 11. Execution of Documents. All checks, notes, drafts, and other commercial paper of the Corporation shall be signed by the President of the Corporation or by such other person or persons as the Board of Trustees may from time to time designate. All deeds, mortgages and other instruments shall be executed by the President of the Corporation or any Vice-President, and by the Secretary, or such other person or persons as the Board of Trustees may from time to time designate.

ARTICLE V

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, either directly or indirectly, 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 set forth in Article I hereof. The Corporation shall not carry on any other 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 corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

CHARITABLE STATUS

Notwithstanding any other provision of these Bylaws, no Trustee, officer or employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time, and its Regulations as they now exist or as they may hereafter be amended, and by an organization, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of such Code and Regulations thereunder as now exist or as they may hereafter be amended.

ARTICLE VII

OTHER FEDERAL TAX REQUIREMENTS

The Corporation shall not (a) engage in any act or self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future tax code; (b) retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding section of any future tax code; (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future tax code; and (d) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future tax code.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

PERSONAL LIABILITY OF TRUSTEES AND OFFICERS

No trustee or officer of the Corporation shall be personally liable to the Corporation or its trustees for damages for breach of any duty owed to the Corporation or its trustees, except for liability for any breach of duty based upon an act or omission: (1) in breach of such person's duty of loyalty to the Corporation or its trustees, (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such person of an improper personal benefit.

ARTICLE X

INDEMNIFICATION OF TRUST AND OFFICERS

Section 1. Indemnification. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by law, including without limitation as permitted by

Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, as amended from time to time. Such indemnity shall extend to each of its present or former Trustees, Officers, employees or agents, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation and in any proceeding brought by a third party against such person (whether or not the Corporation is joined as a party defendant) to impose a liability on such person for an act alleged to have been committed while a Trustee, Officer or employee, or by the Corporation, or by both; provided that the Board of Trustees determines that such Trustee, Officer or employee was acting in good faith within what he or she reasonably believed to be the scope of his or her employment or authority and for a purpose which he or she reasonably believed to be in the best interests of the Corporation. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding or threatened proceeding.

Section 2. Insurance. The Board may authorize the Corporation to pay in whole or in part the premium or other charge for any type of insurance in which any Trustee, Officer or employee of the Corporation is indemnified or insured against liability, loss or expense arising out of his or her actual or alleged misfeasance in the performance of his or her duties or any wrongful act against the Corporation.

Section 3. Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty (60) days after a written claim therefore has been received by the Corporation the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

Section 4. Non-Exclusivity of Rights. The rights conferred on any person by this Article 10 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these By-laws, agreement or otherwise.

Section 5. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a Trustee, Officer, employee or agent of another corporation, trust or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, trust or nonprofit entity.

Section 6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 10 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7. Legal Representatives and Heirs. The provisions of the above paragraphs shall apply to the legal representatives and heirs of any present or former Trustee, Officer or employee of the Corporation.

ARTICLE XI

MISCELLANEOUS

Section 1. Parliamentary Authority. Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the Corporation. The Secretary of the Corporation shall serve as parliamentarian.

Section 2. Fiscal Year. The fiscal year of the Corporation will be the calendar year.

Section 3. Amendment of Bylaws. These Bylaws, or any part hereof, may be amended, revised or rescinded at any annual, regular or special meeting of the Board at which a quorum is present, by the affirmative vote of no less than two-thirds (2/3) of all of the Trustees; provided, however, that any such amendment or revision must be proposed in writing. A general statement of the proposal to amend, revise or rescind as aforesaid and the text of such amendment, revision or rescission shall be included in the notice of meeting provided at least ten (10) business days in advance of the meeting.

Section 4. Nondiscrimination. Whenever reference in these Bylaws is made to the masculine pronoun, it should be construed as including both the masculine and feminine gender. In addition in its affairs and conduct of its business, the Corporation shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap.

Section 5. Terms. All references herein to Sections of the Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time and the corresponding provisions of any subsequent tax law.

Section 6. Force and Effect.

These Bylaws are subject to the provisions of the Act and the Certificate of Incorporation of the Corporation, as they respectively be amended from time to time. If any provision of these Bylaws shall be inconsistent with a provision of the Act or the certificate of Incorporation, then the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

SCHEDULE A

NEW JERSEY SAFETY INSTITUTE, INC.

Board of Trustees Role & Function

Expectations of Board Members

- Attend and participate in Board meetings and events.
- Review meeting materials prior to Board and other meetings.
- Educate others about the New Jersey Safety Institute.
- Participate in carrying out the Board's fiduciary responsibilities by electing officers, reviewing budgets and financial statements, bids and contracts with vendors, leases and other stewardship matters.
- Represent New Jersey Safety Institute with various funding sources.
- Assure compliance with requirements and policies stipulated by funding sources.
- Follow conflict of interest and confidentiality policies.
- Serve on committees as determined necessary.