

BYLAWS OF USLAW NETWORK FOUNDATION

ARTICLE I AUTHORITY

Section 1.1. Name of Corporation

The name of the nonprofit corporation (“the Corporation”) shall be “USLAW NETWORK Foundation”.

Section 1.2. Offices

The principal office of the Corporation shall be located at 3111 N. University Drive, Suite 400, Coral Springs, Florida 33065, or at any such other location as may be determined by the board of directors. The board of directors may at any time in the future establish such other satellite offices (branch or subordinate) at any place or places in which the Corporation is qualified to do business.

Section 1.3. Mission Statement

The mission of the USLAW NETWORK Foundation is to establish and administer a scholarship fund to provide financial assistance to diverse law students in their pursuit of a legal education at an American Bar Association-accredited U. S. law school.

ARTICLE II PURPOSE

Section 2.1. Purpose & Objectives

The Corporation is a operating foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986 (“the Code”), and the purpose and objectives for which the Corporation is organized are charitable within the meaning of Section 501(c)(3) of the Code. In the furtherance of said purpose and objectives: The Corporation is organized exclusively for charitable and educational purposes, including the funding of scholarships for diverse law students at an American Bar Association-accredited U. S. law school as described in Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall perform all things reasonably necessary for the accomplishment of the above purposes which are not in conflict with the laws of the United States or the State of South Carolina.

Section 2.2. Acceptance of Funds

(a) The Corporation is specifically authorized to receive and hold by gift, bequest, devise, purchase, lease, or other transfer any real or personal property, and to manage,

invest, and reinvest the same and to use and dispose of the any such funds, property, or assets for such purposes as above stated;

(b) The Corporation may accept funds or assets which are not restricted in purpose or effect from individuals, private organizations, and public organizations; and

(c) The Corporation may accept funds, real or personal property, any negotiable instruments, and any other assets by way of donations, contributions, gifts and grants (including those from other corporations) and also including such deferred and conditional gifts the acceptance of which shall be determined by the board of directors to be in the best interests of the Corporation.

Section 2.3. Resource Dedication

The property and assets of the Corporation are dedicated to supporting its charitable purpose. No part of any earnings or resources of the Corporation shall inure to the benefit of any director or officer of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one of its purposes. No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation. Notwithstanding any other provision of the articles of incorporation or these bylaws, the Corporation shall not conduct, or carry on, any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Code and its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2). Upon the dissolution of the Corporation or the termination of its affairs, the assets of the Corporation shall be distributed according to the articles of incorporation.

ARTICLE III POWERS OF CORPORATION

Section 3.1. Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

(b) To seal, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;

(c) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift,

provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Code and its regulations as they now exist, or as they may hereafter be amended.

(d) To enter into collaborative relationships and/or contracts with other non-profit organizations and federal or state agencies having a similar mission, in order to more effectively and efficiently carry out the purposes and programs of the Corporation.

Section 3.2. Limitations and Conditions

In general, and subject to such limitations and conditions as are, or may be, prescribed by law, the Corporation may exercise such other powers which now are, or hereafter may be, conferred by law upon a Corporation organized for the purpose herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of the articles or these bylaws, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist, or as they may hereafter be amended, and by any organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations as they now exist, or as they may hereafter be amended.

ARTICLE IV **CORPORATE ACTIVITIES**

Section 4.1. Nonpartisan Activities

The Corporation has been formed under the South Carolina Nonprofit Corporation Act of 1994 for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause of measure being submitted to the people for a vote.

Section 4.2. Means for Accomplishing Objectives

The Corporation shall accomplish its objectives primarily through the receipt, investment and management of funds for the purpose of supporting its charitable purpose, and by performing such other lawful activities and functions that further its charitable purpose and are consistent with its tax exemption.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. Board of Directors

The Corporation shall have as its governing board the same individuals serving from time to time as directors of the USLAW NETWORK, a Delaware Corporation, including the specific terms of service.

Section 5.2. Tenure

Each member of the board of directors shall serve a term coterminous with his or her service as a member of the board of directors of the USLAW NETWORK. Any board member of the Corporation may be removed by the majority of the other board members whenever in their judgment removal would serve the best interests of the Corporation.

Section 5.3. Officers

The Board shall elect one of its members to serve as Chairman of the Corporation's board, and other members to serve as Vice-Chairman, Secretary, and Treasurer. The Chairman or his or her designee shall preside at all meetings of the board of directors, the Secretary shall be responsible for maintaining the minutes of all meetings, and the Treasurer shall keep all financial records in order, in addition to the ordinary duties and responsibilities attendant to such positions.

Section 5.4. Directors' Duties

1. The directors shall fulfill all other responsibilities outlined in these bylaws or the articles of incorporation consistent with responsibilities specifically designated to another corporate officer.

2. All meetings of the board of directors may be conducted according to any medium of communication in which all directors may simultaneously speak and be heard by all other directors as stated in S.C. Code Ann. § 33-31-820.

Section 5.5. Committees

The Chairman of the board shall name such committees as deemed necessary for the expeditious transaction of the affairs of the Corporation; such committees may be comprised of or include persons not members of the board or of the Corporation; however, the chairman of any committee must be a member of the board of directors.

Section 5.6 Conflicts of Interest Policy

The Conflicts of Interest Policy which is attached hereto as Exhibit A is incorporated by reference herein, in its entirety.

Section 5.7 Compensation

The board of directors shall serve without compensation for services to the Corporation as directors or officers. The directors or officers may be reimbursed for reasonable travel expenses, if any, for attendance at each meeting of the board. In addition, directors or officers may be reimbursed for ordinary and necessary expenses incurred in the performance of their duties for the Corporation.

ARTICLE VI MEETING OF BOARD

Section 6.1. Place of Meeting

The board of directors shall hold its regular annual meeting in conjunction with the annual meeting of the board of directors of the USLAW NETWORK, or such other time or place as the directors may select, provided that all board members are given sufficient notice of the time and location prior to the meeting.

Section 6.2. Meetings

(a) The board of directors shall hold a regular annual meeting for the purposes of organization and the transaction of any other business. Other regular meetings of the board shall be held at such time as shall be fixed by the board of directors.

(b) Special meetings of the board of directors for any purpose may be called at any time by the Chairman or by any three (3) directors with proper notification of such call to the corporate officer in charge of issuing notice to all parties.

(c) Notice for all meetings of the board shall properly be given in writing at least five (5) days in advance to each director, and shall include the date, time, place, and the purpose of the meeting.

Section 6.3. Quorum

A quorum of the board of directors shall consist of not less than a majority of the board of directors duly appointed to the board.

Section 6.4. Proxy Voting

When a member of the board cannot attend a meeting, he or she may authorize another member of the board to cast his/her ballot provided:

(a) The absent board member has been informed of the issues to be considered, and

(b) a signed statement by the absent member is presented authorizing the designated person to cast his or her vote.

Section 6.5. Electronic Mail Vote

When a situation arises that requires action of the full board between the scheduled meeting dates, and a special meeting is not required, an electronic mail vote may be utilized. Such a vote must be ratified at the next regular meeting of the board and designated in the minutes.

Section 6.6. Minutes

Minutes which accurately reflect the events of each meeting will be prepared by or under the direction of the Secretary and placed in a permanent book which he or she will maintain.

Section 6.7. Informal Action

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD

Without prejudice to any general powers designated in these bylaws or the South Carolina Nonprofit Corporation Act of 1994, and subject to the limitations contained in the same, the board shall have the following specific powers and duties:

Section 7.1. Appointment of Agents

To appoint and at its discretion remove such officers or agents as it shall deem proper and to prescribe their duties.

Section 7.2. Business Transactions

To sue and be sued, complain and defend in its corporate name; to sell, convey, or dispose of any property it may own; to receive and administer funds for the Corporation's tax-exempt purposes; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities; to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real personal, or mixed, without limitation as to amount or value; to reject any or all gifts, benefits, or devises which it deems not in the best interest of the objectives and purposes of the Corporation. No director or officer of the Corporation shall have any liability for debt or obligations of the Corporation, or for any act performed in good faith on behalf of the Corporation.

Section 7.3 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 7.4. Records

To maintain records of board proceedings and of the activities of its officers and agents.

Section 7.5. Reports

To cause to be prepared annually in writing to be distributed at the annual meeting a report of the business and activities of the Corporation. The annual report shall express the financial condition of the Corporation. In addition, on a quarterly basis, the Treasurer shall prepare or have prepared a financial statement for the Corporation. The board of directors may cause an audit or a review to be made of the financial affairs of the Corporation if such a review is deemed necessary by a unanimous vote of the board.

Section 7.6. Required Distributions

Any other provisions of this instrument notwithstanding, the board of directors will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any later federal tax laws.

Section 7.7 Prohibited Activities

Any other provisions of this instrument notwithstanding, the board of directors will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any later federal tax laws; nor retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; nor make any investments in a manner that would incur tax liability under section 4944 of the Code, or corresponding provisions of any later federal tax laws; nor make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII **OFFICERS AND EMPLOYEES**

Section 8.1. Officers

The officers of the Corporation may include a Chairman and such other officers as designated by the board of directors.

Section 8.2. Responsibilities of Officers

(a) **Chairman.** The Chairman will be the principal executive officer of the Corporation and will in general supervise and control all the business and affairs of the Corporation. The Chairman may sign, with the Secretary, Treasurer or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authority to execute, except in cases where the signing and execution thereof is expressly delegated by the board of directors to some other officer or agent of the Corporation; and in general the Chairman will perform all duties incident to the office of Chairman and such other duties as may be prescribed by the board of directors from time to time.

(b) **Vice-Chairman.** If required by the board of directors, in the absence of the Chairman, or in the event of his/her inability or refusal to act, the Vice-Chairman will perform the duties of the Chairman, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice-Chairman will perform such other duties as from time to time may be assigned to him/her by the Chairman or by the board of directors.

(c) **Secretary.** If required by the board of directors, the Secretary will keep the minutes of the meetings of the board of directors in a book provided for that purpose; make certain that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and all duly authorized corporate documents; maintain a register of the address of each member of the board of directors; and in general perform all duties incident to the office of Secretary and such other duties as the Chairman or the board of directors may from time to time assign to the Secretary.

(d) **Treasurer.** The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks or other depositories as are selected in accordance with these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman or by the board of directors.

(e) **Employees.** Staff may be appointed by the Chairman pursuant to the approval of the board of directors. The duties and responsibilities of these employees shall be set forth by the board of directors with the Chairman's input. They may be removed by the Chairman with or without cause.

ARTICLE IX **INDEMNIFICATION**

Section 9.1. Indemnification

Subject to the limitations in these Bylaws, the Corporation shall indemnify any director, officer, or other persons who was, is, or is threatened to be made a party to a completed, pending or threatened action or proceeding from any liability arising from their official capacity

with the Corporation. This indemnification shall extend to the personal representative of a deceased director, officer, or other persons if the person would, if living, be entitled to indemnification under these Bylaws.

Section 9.2. Costs and Expenses Covered by Indemnification

Indemnification provided under these Bylaws shall extend to the payment of a judgment, settlement, penalty, or fine, as well as attorneys' fees, court costs, and other reasonable and necessary expenses incurred by the director, officer, or other person with respect to the action or proceeding.

Section 9.3. Limitation on Indemnification

Indemnification of an individual director, officer, or other person shall be subject to the following limitations:

- (a) The individual must have acted in good faith;
- (b) The individual must have reasonably believed that his or her conduct was at least not opposed to the Foundation's best interest;
- (c) In the case of conduct in the individual's official capacity, he or she must have reasonably believed that the conduct was in the Foundation's best interests;
- (d) In the case of a criminal proceeding, the individual must not have had reasonable cause to believe that his or her conduct was unlawful;
- (e) The individual cannot be indemnified in a proceeding where he or she has been adjudged liable to the Foundation in a proceeding by or in the right of the Foundation; and
- (f) The individual cannot have been adjudged liable on the basis of an improper personal benefit received by the individual.

ARTICLE X **AMENDMENTS**

Amendments to these bylaws shall be made only at a regular meeting of the board of directors where the amendment was presented to each board member at least five (5) days prior to the meeting and two-thirds (2/3) of the board affirmatively votes to adopt such an amendment.

This is to certify that the foregoing is a true and correct copy of bylaws of the USLAW NETWORK FOUNDATION, and that such bylaws were duly adopted by the board of directors of said Corporation on this _____ day of _____, 2021.

USLAW NETWORK FOUNDATION

By: _____

Its: _____

EXHIBIT A
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Article III, Section 2, 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.

Article III
Procedures

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

a. 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.

b. 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.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

d. 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 Organization'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.

4. Violations of the Conflicts of Interest Policy

a. 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.

b. 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.

Article IV Records of Proceedings

The minutes 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 V Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

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

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization 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.

Article VII Periodic Reviews

To ensure the Organization 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 Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization 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.

I hereby certify that I am the duly elected and acting secretary of the USLAW NETWORK Foundation, and that the foregoing Conflicts of Interest Policy was duly adopted by the board of directors on the _____ day of _____, 2021.

USLAW NETWORK FOUNDATION

By:_____

Its:_____