

BY-LAWS

OF

THE FUND FOR MODERN COURTS, INC.
(existing under the New York Not-for-Profit Corporation Law)

ARTICLE I

Members

Section 1.1 Membership. The Members of the Corporation shall be such persons and organizations as the Board of Directors may determine, and may consist of one or more classes of Members, with such power (including the right to vote, if applicable) and obligations (including the payment of dues, if any) as the Board of Directors shall determine. Until further action of the Board of Directors, the voting members of the Corporation shall be the persons who were the Directors of the Corporation at the close of the Corporation's semi-annual meeting of May 13, 1995.

Section 1.2. Annual Meeting. A meeting of the Members entitled to vote shall be held annually for receipt of the annual report of Directors provided for in Section 2.12 of these By-Laws and the transaction of business, on such date as the Board of Directors shall determine.

Section 1.3 Special Meetings. Special meetings of the Members may be called at any time by the Chair of the Board, a Vice-Chair of the Board, the Board of Directors, or Members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting.

Section 1.4. Place of Meeting. Meetings of Members may be held at such place, within or without the State of New York, as may be fixed by the Board of Directors from time to time. If no place is so fixed, such meetings shall be held at the principal office of the Corporation in the State of New York.

Section 1.5. Notice of Meeting of Members. Notice of each meeting of Members shall be given in writing by the Secretary or by or on behalf of the person or persons calling the meeting and shall state the place, date and hour of the meeting and the purpose or purposes for which

the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling the meeting.

A copy of notice of each meeting shall be given, personally, by facsimile or similar device or by mail, to each Member entitled to vote at such meeting. If the notice is given personally, by facsimile or by first-class mail, it shall be given not less than ten nor more than fifty days before date of meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice shall be deemed given when deposited in United States mail, with postage thereon prepaid, directed to Member at his or her address as it appears on record of Members, or, if he or she shall have filed with Secretary of Corporation, a written request that notices be mailed at some other address, then directed to the Member to such other address. Whenever Corporation has more than 500 Members entitled to notice, notice may be served by publication, in lieu of mailing as provided by law.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business maybe be transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new records date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of records on the new record date entitled to notice under the preceding paragraphs of this Section.

Section 1.6. Waivers of Notice. Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, signed by such Member or by his attorney-in-fact, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 1.7. Inspectors. The Board of Directors, in advance of any meeting of Members, may appoint one or more inspectors to act at the meeting of any adjournments thereof. If inspectors are not so appointed, the person presiding at a meeting of Members may, and at the request of any Member entitled to vote thereat shall, appoint two inspectors. In case any

person appointed fails to appear or act, the vacancy may be filled by appointment made by the board of Directors in advance of the meeting or at the meeting by the persons presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability.

The inspectors shall determine the number of Members entitled to vote and the voting power of each, the number of Members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or any Members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be *prima facie* evidence of the facts stated and of the vote as certified by them.

Section 1.8. List of Record of Members at Meetings. A list of record of members entitled to vote, certified by the Secretary or any Assistant Secretary of the Corporation, shall be produced at the meeting of Members upon the request therefore of any Member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors, or the person presiding thereat, shall require such list or record of Member to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be Members entitled to vote there at may vote at such meeting.

Section 1.9. Quorum of Members. Members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast thereat, whichever is the lesser, shall constitute a quorum at a meeting of Member for the transaction of any business. The Members who are present in person by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum

Section 1.10. Proxies. Every Member entitled to vote at a meeting of Member or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of adjudication of such incompetence or of such death is received by the Secretary or an Assistant Secretary of the Corporation.

Section 1.11. Vote of Members. Every Member of record entitled to vote shall be entitled to one vote on each matter submitted to a vote of Members.

Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of Members by the members entitled to vote thereon.

Section 1.12 Record Date. The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the Members entitled to notice of any meeting of Members or any adjournment thereof. Such record date shall not be more than fifty nor less than ten days before the date of the meeting.

Any Member in good standing, otherwise eligible to vote, is entitled to vote at the meeting of Members, except that the Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action by the Members. Such record date shall not be more than fifty nor less than ten days before the date of the meeting. If no such record date is fixed, the record date for the determination of Members entitled to vote at a meeting of Members shall be

at the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day on which the meeting is held.

When a determination of Members of record entitled to notice of or to vote at any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 1.13. Action by Members Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon. Written consent thus given to all Members entitled to vote shall have the same effect as a unanimous vote of Members.

Section 1.14. Termination of Membership. Membership shall be terminated by death or resignation of the Member, expiration of the term of his or her membership or the dissolution and liquidation of the Corporation. In addition, any Member may be expelled for cause by vote of a majority of all the Members or by the Board of Directors. The membership of a person who is a Member by virtue of holding any other position, such as Director, shall expire when such other position is no longer held.

ARTICLE II

Board of Directors

Section 2.1. Power of Board and Qualification of Directors. The corporation shall be managed by the Board of Directors.

Section 2.2. Number of Directors. The number of Directors constituting the entire Board of Directors shall be the number, not less than three, fixed from time to time by a vote of the Members entitled to vote, provided, subject to the provision of Section 2.8 hereof, no decrease shall shorten the term of any incumbent Director. Until otherwise filed by the Members, the number of Directors constituting the entire Board shall be sixty.

Section 2.3. Election and Term of Directors. At each annual meeting of the Board of Directors, the Board of Directors shall elect Directors to fill vacancies created by the expiration of the terms of Directors elected two years previously, or vacant of any other reason, provided that vacancies occurring during a Director's term shall be filled only for the remainder of such term. Subject to the provisions of Section 2.2 of these By-Laws, when an increase or decrease in the number of Directors takes place, the Board of Directors shall designate which of such Director positions shall expire in each of the next two years so as to keep the number of position of each class approximately equal; each Director to hold office for a term of two years until the next annual meeting of the Board of Directors and until his or her successor has been elected and qualified.

Section 2.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, a quorum for the transaction of business or of any specified item of business shall be five Directors for the first 15 Directors and one Director for each additional ten Directors or part thereof. So long as the size of the entire of Board of Directors is sixty, such quorum shall be ten. Except as otherwise provided by law, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. All corporate action to be taken by the board of Directors shall be taken at a meeting of the Board, except that a Director may attend any meeting thereof, and be considered as present at such meeting for all purposes, including the presence of a quorum and voting, by means of a speaker telephone or similar device which permits all Directors present at the meeting, including such Director, to hear each other.

Section 2.5. Action by Directors Without a Meeting. Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon. Written consent thus given by all Directors entitled to vote shall have the same effect as a unanimous vote of Directors.

Section 2.6. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of Members. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be

held at any time whenever called by the Chair of the Board, the Vice-Chair of the Board, or any two Directors or as otherwise determined by the Board.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is fixed, meetings of the Board shall be held at the principal office of the Corporation.

Notice of each meeting of the Board shall be give to each Directors either by mail not later than noon, New York time, on the third day prior to the meeting or by overnight express mail or similar service, facsimile or similar device, by telegram or by written message to the Director not later than noon, New York time, on the day prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail, by overnight express mail when delivered to the respective service, by facsimile at the time of transmittal, and by messenger at the time of delivery by the messenger. Notices shall be sent to each Director at the address designated by her or him for that purpose, or, if none has been so designated, at the Director's last known residence or business address.

A notice of waiver of notice need not specify the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment of meeting to another time or place shall be given in the manner described above to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 2.7. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chair of the Board or to the Secretary of the Corporation.

Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to be effective.

Section 2.8. Removal of Directors. Any one or more of the Directors may be removed for cause by action of the Board of Directors provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Board at which such action is taken. Any or all of the Directors may be removed with or without cause by vote of the Members.

Section 2.9. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Directors then in office. In the event the number of Directors in office at any such time is less than a quorum, the remaining Directors may nonetheless fill such vacancies by a vote of a majority of the Directors then in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors at which the election of Directors is in the regular order of business and until her or his successor is elected and qualified.

Section 2.10. Compensation of Directors. Directors shall not be compensated for services as Directors or as officers but the Board of Directors shall have authority to fix the compensation of Directors for services in any other capacity.

Section 2.11. Real Property. No transaction relating to real property, whether involving the purchase, sale, leasing, mortgaging or other action with respect thereto, which is governed by special Board of Directors voting provision of applicable law, shall be undertaken except in compliance with such law, provided that, notwithstanding any other provisions of these By-laws as to the respective power of the Members and the Board of Directors, such transaction may be approved by a vote of the Members if a vote of Members for such a purpose is permitted by such law.

Section 2.12. Annual Report of Directors. The Board of Directors shall present at the annual meeting of Members a report, verified by the Chair of the Board, and Treasurer of the Corporation or by a majority of the Directors, or certified by an independent public or certified public

accountant or a firm of such accountants selected by the Board, showing in detail in the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting.

(2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

(5) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of current members may be found.

The annual report of Directors shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of Members.

ARTICLE III

Committees

Section 3.1. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the Chair of the Board, the Vice Chairs of the Board, the Secretary, the Treasurer, the Chair or Co-Chair of the Standing Committees if they are Directors, and such other Directors as may be elected to the Executive Committee by a vote of a majority of the entire Board. The Executive Committee shall have all of the authority of the Board, except that it shall not have any of the powers enumerated in Section 3.7 hereof.

Section 3.2. Other Standing Committees. There shall be a Finance Committee, a Nominating Committee, and such other Standing Committees as shall be established by vote of a majority of the entire Board or as may otherwise be lawfully assigned to such Committee. The Finance and Nominating Committees shall each have all of the powers usually exercised by such committees, and such other power as may be assigned to them by the Board by a vote sufficient to establish additional Standing Committees, and other Standing Committees shall have power as may be assigned to them in the resolutions creating such Standing Committees, provided that no committee provided for in this section shall have any of the powers enumerated in Section 3.7 hereof.

Section 3.3. Additional Special or Ad Hoc Committees. The Board of Directors may create such Special Ad Hoc Committees of the Board of the Corporation as it deemed desirable, the members thereof to be appointed by the Chair of the Board of the Corporation. Such Committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for Standing Committees.

Section 3.4. Rules for Committees. Unless the Board of Directors otherwise provides, each Committee may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, one-third of the entire authorized number of members of each such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote is a quorum is then present shall be the act of such committee, and each such committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these By-Laws.

Section 3.5. Service of Standing and Special Committees. Each Standing Committee created by the Board and each Special or Ad Hoc Committee shall serve at the pleasure of the Board.

Section 3.6. Other Committees. Committees of the Corporation may be elected or appointed by the Board of Directors or by the Chair of the Board, to have such term and duties as shall be designated by such Board or Chair.

Section 3.7. Excluded Power. No committee shall have authority as to the following matters:

(1) the submission to members of any action with respect to which Members' approval is required by law;

(2) the filling of vacancies in the Board of Directors or in any committee;

(3) the fixing of compensation of the directors for service on the Board or on any committee;

(4) the amendment or repeal of the By-Laws of the adoption of new By-Laws;

(5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; or

(6) the removal or indemnification of directors.

ARTICLE IV

Officers

Section 4.1. Officers. The Board of Directors shall elect a Chair of the Board, one or more Vice-Chairs of the Board, one of whom shall be designated as Chair of the Executive Committee, a Secretary, and a Treasurer, from among its members. The Board may also elect or appoint Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person.

Section 4.2. Terms of Office and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. All officers shall be elected or appointed annually. Any officer may be removed by the Board of Directors with or without cause at any time.

Section 4.3. Powers and Duties of Officers. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board. The Board may require any officer to give security for the faithful performance of her or his duties.

Section 4.4. Salaries of Officers. Officers shall serve without compensation in such capacities, but the Board of Directors shall have authority to fix the compensation of officers for services in any other capacity.

ARTICLE V

Executive Director and Staff

Section 5.1. Executive Director. The Board may appoint an Executive Director of the Corporation, who shall have such duties as may be designated by the Board, or by the Chair of the Board or the Chair of the Executive Committee pursuant to delegation by the Board. The Executive Director shall receive such compensation as may be determined by the Executive Committee.

Section 5.2 Other Staff. The Board may appoint one or more Associate Executive Directors, Assistant Executive Directors or other employees as it deems desirable, with such duties as it may determine; it may delegate to the Chair of the Board, the Chair of the Executive Committee, or the Executive Director the power to make such appointments, and to designate such duties. The Executive Committee shall determine the compensation to be paid to such staff, or may delegate the authority to make such determination to the Chair of the Board, Chair of the Executive Committee or to the Executive Director.

ARTICLE VI

Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.3. When Notice or Lapse of Time Unnec-cesary. Whenever for any reason the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken or, in the case of a member, his attorney-in-fact, submit a signed waiver of notice of such requirements.

Section 6.4. Interested Directors and Officers. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable, irrespective of whether such interested director or directors or officer or officers are present at a meeting of the Board of Directors or of a committee thereof which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract or transaction may be conclusively authorized or approved as fair and reasonable by:

(1) The Board of Directors or a duly empowered committee thereof by a vote sufficient of such purpose without counting the vote or votes of such interested Director or Officer (although he or she or they may be counted in determining the presence of a quorum at the meeting which authorizes or approves such contract or transaction), if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee as the case may be; or

(2) The Members entitled to vote thereon, if any, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest or disclosed in good faith or known to such Members.

If there was no such disclosure or knowledge, or if the vote of such interested Director or Officer was necessary for the authorization of such contract or transaction at a meeting of the Board of Directors or committee at which it was authorized, the Corporation may void the contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board of Directors, a committee or the Members.

Section 6.5. Indemnification and Liability of Officers and Directors. Except as otherwise required by law, no person serving without compensation as a Director or Officer of the Corporation shall be liable to any person other than the Corporation based solely on his or her conduct in the execution of such office, unless the conduct of such Director or Officer with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability. Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law.

Section 6.6. Books and Records to be Kept. The Corporation shall keep, at its principal office in the State of New York, (a) correct and complete books and records of account (b) minutes of the proceedings of its members, Board of Directors and any committee of Directors, and (c) a current list of the Directors and Officers of the Corporation and their residence addresses. The Corporation shall also keep at such office or at the office of its transfer agent or registrar in the State of New York, if any, a list or record containing the names and addresses of all Members. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, Member or other

person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as to authorized by the Board.

Section 6.7. Amendment of By-Laws. By-Laws of the Corporation may be adopted, amended or repealed by the Members at the time entitled to vote in the election of Directors or by vote of a majority of the entire Board of Directors at least ten days after notice of such action has been given to the Members or Directors, as the case may be. Any By-Laws adopted by the Board of Directors may be amended or repealed by the Members, and any By-Law adopted by the Members may be amended or repealed by the Board.

If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the Members or Directors, as the case may be, for the election of Directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

Section 6.8. Procedure of Meetings. Meetings of the Members and the Board of Directors shall be conducted according to Robert's Rules of Order Newly Revised.