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Amended: Dec. 6, 1999
Amended: October 13, 2013
Amended: October 12, 2014

BY-LAWS OF
STORYTELLING ARTS, INC.

ARTICLE I

Name and Incorporation

Section 1.1 Name. The name of the corporation is Storytelling Arts, Inc. (“Corporation”).

Section 1.2 Purposes. The Corporation shall be a non-profit corporation organized under the laws of the State of New Jersey and its purposes are exclusively educational as set forth in the Certificate of Incorporation (“Certificate”).

Section 1.3 Location. The principal office of the Corporation shall be 116 Clover Lane, Princeton, NJ 08540 or such other location as the Trustees may from time to time determine.

ARTICLE II

Members

Section 2.1 No Members. The Corporation shall not have members.

ARTICLE III

Board of Trustees

Section 3.1 Powers. The Board of Trustees (the “Board”) shall have all powers and authority necessary for the management of the business, property, and affairs of the Corporation and to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board may authorize contracts to be made on behalf of the Corporation by one or more of the Officers.

Section 3.2 Number. The Board of Trustees shall be not less than three (3) and not more than fifteen (15) persons.

Section 3.3 Election. The initial Trustees are set forth in the Certificate. Initially, the Trustees will be divided into three classes and shall serve one-, two-, and three-year terms. Thereafter, the terms of all Trustees shall be three years and until their successors are elected and qualified.

Section 3.4 Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the President of the Board. A Trustee may be removed for cause by an affirmative vote of two-thirds of the Board. By way of example, a Trustee is required to attend at least 75% of the meetings held during any fiscal year; unexcused absences resulting in a

failure to meet this requirement will be sufficient cause for removal. A Trustee whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 3.5 Vacancies. Vacancies on the Board shall be filled by a majority vote of the remaining Trustees (even if less than a quorum). Trustees thus appointed shall serve for the remainder of the vacated term.

Section 3.6 Quorum. Presence at any meeting by 50% or more of the Board shall constitute a quorum for any regular or Special Meeting of the Board. A majority of those present shall be required for the adoption of any Board resolution at either, a Special Meeting or Annual Meeting. Once quorum is present, withdrawal of Trustees from the meeting shall not negate quorum.

Section 3.7 Action of the Board. Unless otherwise required by law or these by-laws, the vote of a majority of the Trustees present at a Board meeting shall constitute the action of the Board, provided quorum is present at the time of the vote. Each Trustee present shall have one (1) vote.

Section 3.8 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof (including approval by electronic mail or other form of electronic communication) setting forth the action so taken shall have been signed (or otherwise approved by electronic mail or other form of electronic communication) by all of the Trustees in office and filed with the Secretary within thirty (30) days from the date such action was taken.

Section 3.9 Annual Meeting. An annual meeting of the Board shall be held on a date and during a time to be determined by the Board in its discretion for the purpose of electing Trustees and Officers and for the transaction of such other business as may come before the meeting. Failure to hold the annual meeting at the designated time or any adjournment thereof shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as convenient.

Section 3.10 Regular Meetings. The Board shall hold regular meetings, not less than two times per year, for the transaction of such business as may come before the meeting. Regular meetings of the Board may be held at any place, within or without the State of New Jersey, as may be determined from time to time by the Board. They may be held in person, by teleconference, or by video conference.

Section 3.11 Special Meetings. Special meetings of the Board may be called by or at the request of the President. The President may fix any place, either within or without the State of New Jersey, as the place for holding any such special meeting.

Section 3.12 Notice. Written notice of the time, place, and purpose(s) of every annual meeting and regular meeting of the Board shall be given not less than two (2) weeks and not more than eight (8) weeks before the date of the meeting, either personally, by e-mail, or by mail, to each Trustee of record entitled to vote at the meeting. Notice of any special meeting of the Board

shall be given at least two (2) days prior, by written notice delivered personally, by e-mail, or sent by mail to each Trustee at their address as shown by the records of the Corporation.

Section 3.13 Waiver. A Trustee may waive notice of any meeting. Notice of a meeting need not be given to any who signs a waiver of notice, in person or by proxy, whether before or after a meeting. The attendance of any Trustee at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Trustee.

Section 3.14 Alternate Means of Participation. Any or all Trustees may participate in a meeting of the Board or as a committee of the Board by means of telephone conference, video conference, or any means of communications by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 3.15 Voting by Proxy. Any absent Trustee may be represented as present at an annual, regular, or special meeting and may vote at such meeting by a proxy authorized in writing. Such written authorization must comply with the following:

- (a) the proxy grant must be in writing;
- (b) the proxy must identify the matter with respect to which the proxy is granted;
- (c) the proxy must contain the full name of the Trustee;
- (d) the proxy must include the signature of the Trustee granting the proxy;
- (e) the proxy must indicate the date signed by Trustee granting the proxy; and
- (f) the proxy must be filed with the Secretary.

ARTICLE IV

Officers

Section 4.1 Officers. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also elect one or more Vice Presidents. The Board may elect additional officers as it may consider desirable to perform such duties as be prescribed by the Board. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged, or verified by two or more Officers.

Section 4.2 Election. The Officers shall be elected from among the Trustees by the Board at the annual meeting. If the election of the Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each Officer shall serve for a term of one year and until his or her successor has been elected and qualified.

Section 4.3 Consecutive Terms. There is no limit to the number of consecutive terms an Officer may serve in any one office.

Section 4.4 Resignation and Removal. An Officer may resign by submitting his or her resignation in writing to the President of the Board. An Officer may be removed with or without cause by an affirmative vote of two-thirds of the Board. An Officer whose tenure is in jeopardy shall be given at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding the removal prior to the Board's vote on such removal.

Section 4.5 Vacancies. Vacancies in any office that occur for any reason may be filled by a majority vote of the Board. Officers thus appointed shall serve for the remainder of the vacated term.

Section 4.6 Duties. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

(a) The President shall be the chief officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments in the regular course of business that are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of Chief Executive Officer of a corporation. The President may delegate from time to time to any other Officer, any or all such duties and authority.

(b) The Vice President, if any, in the absence of the President or in the event of his or her inability or refusal to act, will perform the duties of the President. When so acting, the Vice President will have all of the powers of and be subject to all the restrictions of the president. The Vice President shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board. The Vice President shall be considered an authorized agent of the Corporation and may sign any contracts or other instruments in the regular course of business that are authorized, either generally or specifically, by the Board.

(c) The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep, or cause to be kept, regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other power as are incident to the office or as shall be assigned by the President or the Board. The Treasurer shall be considered an authorized agent of the Corporation and may sign any contracts or other instruments in the regular course of business that are authorized, either generally or specifically, by the Board.

(d) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep, or cause to be kept, the minutes of all meetings of the Board. The Secretary shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board. The secretary shall be considered an

authorized agent of the Corporation and may sign any contracts or other instruments in the regular course of business that are authorized, either generally or specifically, by the Board.

ARTICLE V

Committees of the Board of Trustees

Section 5.1 General Provisions. Except as otherwise provided by these by-laws, the Board or the President may establish one or more committees to consist of one or more members, which may include persons who are not Trustees, provided that at least one member of each committee shall be a Trustee, and that any act of any committee which has members who are not Trustees shall be advisory, shall not bind the Board or the Corporation, and shall be subject to Board approval. Except as otherwise provided by these by-laws or in any resolution of the Board establishing a committee, the President shall annually appoint one or more chairpersons to lead each committee established under this section.

Section 5.2 Powers of Committees. Any such committee established under this Article, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following:

- (a) make, alter, or repeal any by-law of the Corporation;
- (b) elect or appoint any Officer or Trustee, or remove any Officer or Trustee; or
- (c) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business, and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

ARTICLE VI

Fiscal Year

Section 6.1 Fiscal Year Definition. The fiscal year of the Corporation shall begin on July 1 and continue until June 30 of the next year.

ARTICLE VII

Amendment to By-laws

Section 7.1 Amendment Procedure. These by-laws may be altered, amended, or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.

ARTICLE VIII

Additional Provisions

Section 8.1 Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee or Officer of the Corporation, but shall be distributed in accordance with the law; provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, the United States, or a State or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal offices of the Corporation are located.

Section 8.2. Compensation. Neither Trustees nor Officers shall receive any fee, salary, or remuneration of any kind for their services in such capacities; provided, however, that Trustees and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon submission of requisite documentation, as set forth by the Treasurer.

Section 8.3. Force and Effect of By-laws. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate, as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate, the provision of the Act or the Certificate shall govern to the extent of such inconsistency.

Section 8.4. Authorization for Expenditures. The Executive Director shall have the power to singly execute any check drawn on the Corporation's account for the purpose of paying authorized disbursements no greater than \$2,500.00 (Two Thousand Five Hundred Dollars). For any authorized disbursement greater than the sum of \$2,500.00 (Two Thousand Five Hundred Dollars), such check shall require the additional signature of the Treasurer. At the beginning of each Fiscal Year, the outgoing Treasurer shall cooperate with the incoming Treasurer to ensure the proper changes to the signatory authority of the Corporation's accounts.