

Certified to be a True Copy: _____
Paul S. Rotella, Esq.

BYLAWS
OF
NEW JERSEY BROADCASTERS ASSOCIATION

As Amended and Restated on March 26, 2014



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ARTICLE I

Membership

Section 1. Classes. The Membership of the Association shall consist of three classes of Members, the first class to be designated "active," the second class to be designated "associate," and the third class to be designated "lifetime."

Section 2. Active Members. The active Membership of the New Jersey Broadcasters Association shall consist of individuals, partnerships, profit or nonprofit corporations, Associations or entities engaged in the operation of any full power commercial or non-commercial radio and/or television broadcast station in the State of New Jersey, as may be admitted to Membership under rules, regulations and limitations that the Board of Directors shall provide by resolution. Each such Member shall be entitled to one vote on the Board of Directors. **Active Members, for notice and voting purposes, shall be those whose current dues have been paid.**

Section 3. Associate Members. Associate Memberships in the Association may be provided for under rules, regulations and limitations that the Board of Directors shall provide by resolution. The rules and regulations for Associate Memberships established and presently in force shall remain in force until changed by the Board of Directors.

Section 4. Lifetime Members. Lifetime Memberships shall be honorary Memberships bestowed by the Board in its discretion. Honorary Members shall not be entitled to vote, to receive written notice of meetings of the active Membership, or to participate in the call of such meetings. They shall also be exempted from the payment of annual dues. Life Members may attend regular Board Meetings and participate in Association activities.

Section 5. Termination of Membership. Membership in the Association may be terminated for a felony conviction or misdemeanor conviction of an offence involving moral turpitude, or any other illegal action by any Member that is detrimental to the best interests of the Association, or failure to actively support Association purposes or actively participate in the Association's activities. Removal shall require the affirmative vote of three-fourths (3/4) of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify the Member in writing of the reasons for the proposed action, and of the time and place of the meeting of the Board of Directors at which termination is to be considered, not later than ten (10) days prior thereto, at which time the Member shall be heard as to the reasons being

considered for termination.

Section 6. Termination for Nonpayment. Memberships may not be assigned or transferred. A Member may voluntarily withdraw or resign, in which event the Membership shall terminate. Notwithstanding the provisions of Section 5, Memberships may be terminated without notice or a vote of the Board for nonpayment of dues by May 31st of each year or under such rules and regulations as the Board of Directors. Membership may be reinstated by the executive committee upon payment of dues by such delinquent member. The procedure established and presently in force for nonpayment of dues shall remain in force until changed by the Board of Directors. Upon the termination of a Membership, such former Member shall not be paid any amount and shall not be compensated in any manner on account of such termination.

Section 7. Resolutions. Any resolution of the Board of Directors and any amendment or amendments thereto, adopted under the authorization of this Article I, shall have the force and effect of bylaws.

ARTICLE II

Meetings of Members

Section 1. Annual Meetings. The annual meeting of the Members for the transaction of such business as may properly come before the meeting, shall be held each year on such day and month and at such time and place within or without the State of New Jersey as shall be fixed by the Chair of the Board upon the approval of the Board of Directors, but shall take place no later than the thirtieth day of June of each year hereafter. However, the Board of Directors may select other months for annual meetings when it deems it in the best interests of the Members. Not less than ten (10) days' notice in writing of the annual meeting shall be e-mailed, faxed and/or mailed by order of the Chair of the Board, or by order of any five (5) Members of the Board of Directors, to each Member.

Section 2. Special Meetings. Special meetings of the Membership for any purpose or purposes may be called at any time by the Chair of the Board of the Association, the President, or by the Board of Directors, at such time and place as the Chair of the Board, the president, or the Board of Directors may prescribe. Special meetings of the Members may also be called by Members, presenting to the Secretary a petition or petitions in writing containing at least one-fifth (1/5) of the votes entitled to be cast at such a meeting. Upon a valid request by such Members, it shall be the duty of the Secretary to call such a special meeting of the Membership at such time and place as the Secretary may fix, not less than ten (10) nor more than thirty (30) days after the receipt of said request. If the Secretary shall neglect or refuse to issue such call within thirty (30) days of such receipt, the Members making the request may issue the notice, specifying the time and place of the meeting.

Section 3. Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Member entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the date of the meeting by e-mail, fax or regular U.S. Mail Service at the discretion of the President, and at the direction of the Chair of the Board, or the Secretary, or the Members calling the meeting. Such notice shall be deemed to be delivered when transmitted, faxed, or deposited in the United States mail, addressed to the Member at his address as it appears in the records of the Association, with postage, prepaid.

Section 4. Quorum. A simple majority of the Members of the Board, (or a simple majority of Members of any standing committee, as the case may be) at any Board Meeting (or Standing Committee Meeting), shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Active Members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, provided at least four (4) active members are present. In the event less than four (4) Active Members are present at such meeting, then, and that event, actions taken at the meeting shall be subject to the review and approval of the Executive Committee, which shall meet to ratify or veto such actions with sixty (60) days of such Board meeting, otherwise such actions shall be deemed adopted by the full Board.

Section 5. Proxies. No proxy votes shall be permitted.

Section 6. Meetings Held by Telephone or Similar Communications Equipment. Meetings of Members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Board of Directors

Section 1. Powers and Qualifications. The affairs of the Association shall be managed by the Board of Directors, (Board) who shall be elected from the active Membership of the Association.

Section 2. Number. There shall be up to fifteen (15) Members of the Board of Directors. The Board of Directors, by amendment of these bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Each director, when elected, shall be, and thereafter must remain, a Member or representative of a Member in good standing.

Section 3. Television. At least one (1) of the Members of the Board of Directors shall be either a Member or a representative of a Member engaged in the operation of a television broadcast station, if possible.

Section 4. Terms. The officers and Directors shall be elected at the June annual meeting of the Association, or by e-mail ballot sent no later than June 30th, but not before June 10th, as determined by the Board of Directors. The term of each elected or appointed director shall be for one year from the date of election or until the next annual election of officers and Directors at the subsequent June annual meeting of the Association, to hold office for said term and shall serve until their successors are duly elected and qualified.

Section 5. Executive Committee. The Chair of the Board shall appoint an executive committee to serve during the Chair's term of office. The executive committee shall consist of the Chair of the Board, the Vice Chair(s) of the Board, the Treasurer, and Secretary, (or Secretary/Treasurer) and up to two (2) other "At-Large" Directors appointed by the Chair of the Board. Four (4) Members present at any executive meeting shall constitute a quorum. The executive committee shall have and exercise such authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors to amend, alter or repeal the bylaws; elect, appoint or remove any Member of any such committee or any director or officer of the Association; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another Association; authorize the voluntary dissolution of the Association or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Association not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him or her by law.

Section 6. Nomination & Election of Directors.

(a) Nomination Committee. Prior to the annual meeting of the Association, or sufficiently in advance of the notification to Association Members of the slate for the election of Directors, the Chair of the Board shall appoint three (3) Members or representatives of Members as a nomination committee. The nomination committee shall prepare and submit to the Membership a slate of Directors for election to the Board via e-mail, fax or regular mail. Additional nominations may be made by submission of the nominee's name and consent to serve signed by at least five (5) regular Members prior to the nomination deadline set by the Board of Directors.

(b) Certification of Eligibility. Approximately sixty (60) days prior to each annual meeting or the date upon which the slate of candidates for election to the

Board described in paragraph (a) is transmitted or communicated to Association Members, a questionnaire may be emailed to all Member stations in good standing asking each station's ownership or management to designate and certify the eligibility of a representative of the Member station for potential nomination to the NJBA Board of Directors. Not more than one (1) person may be certified by each Member station or group ownership as eligible for nomination and election. Any individual certified must be willing to give the necessary time to do the proper job if elected. The person certified must be an owner, a partner, an officer, or an executive whose time is devoted principally to the broadcasting business of the certifying stations.

Section 7. Vacancy. If the office of any of the Directors becomes vacant by reason of death, resignation, disqualification, and removal from office or otherwise, the Board of Directors shall fill the vacancy. The Board of Directors shall have power to fill any vacancy occurring in the Board and any Directorship to be filled by reason of an increase or decrease in the number of Directors by amendment to these bylaws. Any such Member may also be eligible for appointment as an "at-large" Member of the Board, pursuant to these Bylaws, if certified for eligibility. The director appointed or elected to fill a vacancy shall be appointed or elected for the unexpired term of his predecessor in office. Any director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next June annual Membership meeting. Officers who are involuntarily separated from ownership or employment by an Active Member shall immediately be relieved of his or her position as a Member of the Board of Directors and as an officer of the Association, as the case may be, and shall be deemed ineligible for office.

Section 8. Appointment of Committees. The Chair of the Board shall have the authority to appoint committees which may be comprised of both Board and non-Board Members, but all Members of such committees must be Association Members.

ARTICLE IV

Meetings of Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately before or after the annual Membership meeting or after any Membership meeting at which any class of Members of the Board of Directors is elected. Said meeting shall be held at the same place as the Membership meeting unless some other place shall be specified by resolution of the Membership at such meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the President, or the Chair of the Board, or the Secretary/Treasurer or any four active (4) Members of the Board of Directors, upon not less than seven (7) days notice dispatched to each member by telephone, e-

mail or facsimile, and confirmed by the president.

Section 3. Notice of Meetings. Notice of Board meetings or the June annual meeting of the Board of Directors shall be required as set by these Bylaws. Notice of the time and place of any special meeting of the Board of Directors shall be given by the President, or by the person or persons calling the meeting, by telephone, e-mail, facsimile, or by personal communication over the telephone or otherwise, at least seven (7) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A simple majority of the Board of Directors present shall constitute a quorum for the transaction of business, provided that at least four active voting Members of the Board are present at said meeting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or the director files his or her written dissent or abstention to such action either with the person acting as Secretary of the meeting before the adjournment of the meeting or by registered mail to the President and Secretary of the Association within three (3) days immediately after the adjournment of the meeting.

Section 5. Meetings Held by Telephone or Similar Communications Equipment. Meetings of the Board of Directors or its committees may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Minutes shall be kept and forwarded to the Board President within 90 days of any such meeting.

ARTICLE V

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or bylaws or by the laws of the State of New Jersey, to be taken at a meeting of the Members or the Board of Directors (or its committees) of the Association, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed or agreed to by a majority of the Members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a

vote, and may be described as such.

ARTICLE VI

Waiver of Notice

Whenever any notice is required to be given to any Member or director of the Association by the Articles of Incorporation or bylaws, or by the laws of the State of New Jersey, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII

Officers

Section 1. Officers Enumerated. The officers of the Association shall be a Chair of the Board of Directors, a first and second Vice Chair of the Board of Directors, a president & CEO, a Secretary, a Treasurer (or Secretary/Treasurer, as the case may be, at the Board's pleasure) and the immediate past Chair of the Board of Directors. Each of the officers shall be appointed annually by the Board of Directors to hold office for a term of one year and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of Chairman, President & CEO. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe. Only an Active Member in this Association or an individual who is an authorized voting delegate or, officer, director, or executive of a Regular Member shall be eligible to serve as Chairman or Vice Chairman.

Section 2. Chair of the Board. The Chair of the Board of Directors shall have, subject to the direction of the Board of Directors, general care, supervision and direction of the affairs of the Association. He or she shall preside at all meetings of the Association and shall appoint, all committees not otherwise provided for. The Chair of the Board shall be, ex officio, a Member of all committees.

Section 3. First and Second Vice Chairs of the Board. In the absence of disability of the Chair of the Board, then the first Vice Chair of the Board shall act as Chair of the Board. In the absence of disability of the Chair of the Board and the first Vice Chair of the Board, then the second Vice Chair of the Board shall act as Chair of the Board.

Section 4. Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and of the Membership. The Secretary may delegate said duty to a Member of the Association staff under his/her supervision. At the discretion of the Board, this office may be combined with that of Treasurer.

Section 5. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Association and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors, and in general, shall perform all of the duties incident to the office of Treasurer. Duties, powers, and responsibilities of this office may be delegated subject to approval of the Board of Directors. At the discretion of the Board, this office may be combined with that of Secretary.

Section 6. President & CEO. The office of president & CEO may be established by the Board of Directors. He or She will also serve as the Chief Executive Officer of the Association, which office shall carry with it, all of the rights, privileges and powers enumerated herein, or as required by the Board of Directors, or the laws of the State of New Jersey or United States of America. The president & CEO shall be selected by the Board of Directors; shall hold office at the pleasure of the Board of Directors under such terms and conditions as the Board of Directors shall establish by contract. He or she shall have charge of the day-to-day operation of the Association; shall be responsible for the Association's administrative work, supervision of staff and outside contractors, and implementation of Association projects; shall be, ex officio, a Member of all committees and, shall perform such duties as are usual for such office, or as may be reasonably required of him or her by the Board of Directors. He or she shall report directly to the Board of Directors. He or she shall have general control of Association funds, subject to Board of Directors action. He or she will report on all financial receipts and expenditures to the Board of Directors at the Association's Annual Meeting, or at any other Board meeting, at the direction of the Board.

Section 7. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. Should an officer or Member of the Board of Directors cease to be employed or otherwise engaged by an Active Member of the Association, then, and in that event, such officer or director so affected shall resign from the Board of Directors and forfeit their office immediately upon notification of separation from engagement by an Active Member. Nothing herein shall prevent any such officer or director from seeking future election to the Board according to their status or change thereof, as proscribed by these bylaws.

Section 8. Removal. Any officer or other elected or appointed Member of the Board may be removed by the Board of Directors as set forth in Article 1 hereinabove, or whenever in its judgment, the best interests of the Association will be served thereby. Such removal shall be for cause, three (3) or more unexcused absences of a director from regularly scheduled Board meetings, incapacity to serve, or for conduct detrimental to the welfare of the Association.

Section 9. Officers Ex Officio. Each officer of the Association, with the exception of the President & CEO, if not otherwise a voting Member of the Board of Directors,

shall, ex officio, be a voting Member of the Board of Directors.

ARTICLE VIII

Administrative and Financial Provisions

Section 1. Revenues. The expenses of the Association shall be met by dues, subscriptions, sponsorships, and assessments from Members and contributions from Members or others. Dues shall be payable at such time and in such amounts as the Board of Directors shall from time to time provide by resolution. The method of payment and schedule of dues presently established and in force with the Association shall remain in force until changed by resolution of the Board of Directors. The Association may also generate income from other sources which may include, but not be limited to, the sale of NCSA/PEP sponsorships (as defined in Article XII herein), general donations and sponsorships, advertisement and fundraising programs.

Section 2. Assessments. No assessment may be levied during a single year in excess of one hundred percent (100%) of the established annual amount of dues, without Board approval. Such assessment shall, if made, be proportioned among the Members in the same manner and to the same relation as is their payment of annual dues. Such assessment may be levied by vote of two-thirds (2/3) of the Board of Directors, provided that notice of such assessment shall have been emailed to each Member at least thirty (30) days prior to the date of the meeting at which the assessment is to be considered. An assessment may be proposed only by the Board of Directors.

Section 3. Fiscal Year. The last day of the fiscal year of the Association shall be December 31.

Section 4. Financial Obligations. Financial obligations of the Association, except such as are incurred in the routine performance of its business affairs, shall be incurred only by authority of the Board of Directors.

Section 5. Signatures. All notes and other evidences of indebtedness of the Association shall be signed by the president, and/or Chair of the Board or Vice Chair of the Board, or the Secretary/Treasurer.

Section 6. Depositories. The Board of Directors may create, by resolution, such depository or depositories for the moneys of the Association as it shall elect. All disbursements of the Association shall be by check except for minor items paid from a petty cash fund.

Section 7. Withdrawals. Moneys on deposit to the credit of the Association shall be withdrawn, unless otherwise specifically ordered by the Board of Directors, only by wire transfer or check authorized and/or signed by the president, and/or Chair of the Board, Vice Chair of the Board, or the Treasurer, and/or other Board Members or

immediate past Board Chair as may be determined by the Board of Directors.

Section 8. Loans Prohibited. No loans shall be made by the Association to any officer or to any director.

Section 9. Corporate Seal. The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the Association, the year and state of incorporation and the words "corporate seal."

Section 10. Books and Records. The Association shall keep at its registered office, its principal office in this state, or at its Secretary's office if in this state, the following: current articles and bylaws; a record of Members, including names, addresses and classes of Membership, if any; correct and adequate records of accounts and finances; a record of officers' and Directors' names and addresses; minutes of the proceedings of the Members, if any, the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic, if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any Member of more than four (4) months' standing or a representative of more than twenty percent (20%) of the Membership. Costs of inspecting or copying shall be borne by such Member except for copies of articles or bylaws. Any such Member must have a purpose for inspection reasonably related to Membership interests. An annual audit shall be performed by an independent CPA at the direction of the Board and reported upon by the Audit Committee. User sale of Members' lists by such Member if obtained by inspection is prohibited.

Section 11. Amendment of Bylaws.

(a) These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any annual or regular meeting of the Board. The Board may, at its own discretion, refer any revision of the bylaws to the Membership.

(b) An amendment or amendments to these bylaws may be proposed by the Board of Directors or by a proposal signed by one-fourth (1/4) of the Members which shall be filed with the president and Chair of the Board, Secretary or Treasurer.

Section 12. Rules of Procedure. The rules of procedure at meetings of the Membership and of the Board of Directors of the Association shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

Section 13. Authorization to Hire. The Board of Directors is authorized to hire employees to carry out the functions of the Association. Such hires may include, but not be limited to, the position of President & CEO. The hiring and administration of

employees, other than the President & CEO, may be delegated by the Board of Directors to the President & CEO.

ARTICLE IX

Offices

Section 1. Principal Office. The principal office and place of business of the Association shall be in Monroe Township, New Jersey, or such other place as the Board may determine by resolution.

Section 2. Other Offices. The Board of Directors may authorize, provide for and maintain such other office or offices in the State of New Jersey, or outside of the State of New Jersey, as it shall deem expedient.

ARTICLE X

Dissolution

Upon the dissolution of the Association, the assets of the Association shall be distributed pursuant to terms of the New Jersey Nonprofit Corporation Act at the time of dissolution. After all liabilities and obligations are discharged or adequate provisions made therefor, and the return of assets that may be required, if any, the remaining assets shall be distributed to a scholarship fund or funds for the benefit of students majoring in broadcasting, at least one-half to Rutgers University, and the balance to educational institution(s) located within the State of New Jersey as the Board of Directors shall determine in the plan of dissolution which may or may not include Rutgers. It is the intent of this Article that no assets, accumulations or income of the Association shall inure to the benefit of any Member, director or officer, or private individual, except reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes.

ARTICLE XI

Indemnification

The Association shall indemnify and save harmless from loss each of the Officers, Members of the Executive Committee, Members of the Board of Directors, Committee Chairs and Co-Chairs, and Employees of the Association individually and collectively, against judgment, loss and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which he or she or it is made a party by reason of his or her or it being or having been a Member, Officer, Member of the Executive Committee, Member of the Board of Directors, Committee Chair or Co-Chairs, or employees except in relation to matters as to which he or she or it shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Indemnification is contingent on a full

subornation of the indemnified party's legal defense to the Association or its insurance carrier and shall exclude any liabilities incurred in violation of the Association's articles of incorporation or by-laws. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled, under any By-Law, agreement, vote of the Board of Directors or Members of the Association, or otherwise.

ARTICLE XI
NCSA-Public Education Program (PEP)

The New Jersey Broadcasters Association has long maintained a noncommercial sustaining announcement program (NCSA), also known as a "Public Education Program (PEP), through which Member and non-Member radio and television stations in the state voluntarily donate airtime, which the Association, under the program, makes available to governmental and not-for-profit entities and organizations to achieve statewide coverage of their activities, events and programs which benefit the public at large. The monies received by the Association are used by the Association solely for its tax-exempt purposes, such as conducting seminars for stations so that they can better serve the public interests, scholarships, and the promotion of the broadcast industry in general.

Participation in the NCSA/PEP program should be promoted to all in-state broadcasters, whether or not they are Association Members. Participation in the NCSA/PEP program is purely voluntary. The monies received for NCSA/PEP sponsorships should be used broadly to strengthen the New Jersey Broadcasters Association in terms of Member benefits and administration, as well as to promote and enhance the reputation of broadcasting generally and the business and regulatory environment for the entire broadcast industry within the state of New Jersey. Importantly, the NCSA/PEP program serves to strengthen the relationships between the broadcast industry and governmental and not-for-profit entities and organizations. The funds generated through sponsorships and participation in the Association's NCSA/PEP program shall be used in conjunction with the Association's primary exempt purposes.

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(Certification page to Follow)

CERTIFICATION

I, Phil Boyce, being Secretary/Treasurer of New Jersey Broadcasters Association, do hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors on March 26, 2014.

SEAL

Phil Boyce, Secretary/Treasurer

I, Scott Taylor, being Chairman of New Jersey Broadcasters Association, do hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors on March 26, 2014.

Scott Taylor, President

Acknowledgment and Certification

I, Paul S. Rotella, Esq., an Attorney at Law in the State of New Jersey, and President and CEO of the New Jersey Broadcasters Association, do hereby certify and confirm that the within Bylaws were duly adopted, as amended, by the Association's Board of Directors in accordance with Bylaws of the New Jersey Broadcasters Association on March 26, 2014 at a regular meeting of the Association's Board of Directors; that a quorum of Directors was present and voted in the affirmative for their adoption, and that this document is a true and accurate copy of the same. I further acknowledge and certify that each of the above named officers executed a copy of these Bylaws in my presence as their willful act.

Paul S. Rotella, Esq.,
Attorney at Law
State of New Jersey
President and CEO

DATED: _____

