

AMENDED AND RESTATED BYLAWS
OF
NATIONAL HIGH SCHOOL MOCK TRIAL CHAMPIONSHIP, INC.

(as of May 8, 2008)

Preamble

These Amended and Restated Bylaws of NHSMTC, Inc., Approved and Adopted by the Board of Directors with an Effective Date of May 8, 2008, repeal and Replace all Previous Bylaws and Amendments Approved or Adopted by the Members of the Board of Directors of the Corporation.

ARTICLE I. IDENTIFICATION

Section 1. Name. The name of the corporation shall be National High School Mock Trial Championship, Inc. (hereinafter sometimes referred to as the "Corporation" or "NHSMTCI"). Its principal place of business is 2901 Evangeline Street, Monroe, Louisiana, 71201. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Section 2. Seal. The Corporation may have a corporate seal, which may be altered at pleasure, but failure to affix the seal shall not affect the validity of any corporate instrument.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

ARTICLE II. PURPOSES AND OBJECTIVES

The Corporation is organized for the primary purpose of providing the study,

understanding and appreciation of the American legal process through competitions, events, meetings and programs for educational purposes to and for the benefit of member sponsored high school students in order to enhance the education, common good, general welfare, and well-being of such students within the meaning of the appropriate provision of the Internal Revenue Code of 1954, including but not limited to Sections 501(c) or 509 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership. The membership of the Corporation shall consist of two classes of membership, including Full Members and Associate Members, as provided below.

Section 2. Membership Considerations. An organization that desires to become a Full Member or Associate Member of the Corporation shall submit a written application in the form prescribed by the Board of Directors to the Chair of the Corporation. The Board of Directors shall rule on applications for membership in the Corporation. In considering applications for membership, the Board shall give due consideration to the applicant's integrity, general reputation for fair dealing with the public and demonstrated desire to further the purpose for which the Corporation was formed.

Section 3. Qualifications to be a Full Member. Full membership in the Corporation is limited to one organization from each state, District of Columbia, territory or possession of the United States of America that is actively involved in sponsoring or administering a high school mock trial program and/or other suitable law-related education activities. All Members of the Corporation as of the date of the adoption of

these Amended Bylaws, with the exception of those Members previously admitted as Associate Members, are Full members. Associate Members admitted after the adoption of these Amended Bylaws may request, and the Board of Directors may consider, admission in the Corporation as a Full member at any time after the organization has been an Associate Member in the Corporation for two years, provided however that any Associate Member seeking admission as a Full member under this provision must otherwise meet the qualifications for Full Membership. References in these Bylaws to "Member" or "Members" shall mean Full Members.

Section 4. Qualifications to be an Associate Member.

All initial applications for membership in the Corporation considered after the adoption of these Amended Bylaws shall be for admission as an Associate Member. In addition, the Board of Directors of the Corporation, in its sole discretion, may grant Associate Membership in the Corporation to persons or organizations interested in supporting law-related education. Specific references to associate member(s) shall hereinafter be "Associate Member" or "Associate Members."

Section 5. Limitation on Associate Members. The number of Associate Members is unlimited, provided however that only one organization from each state, District of Columbia, territory or possession of the United States of America (or other geographic area outside of the United States of America that has one or more Associate Members) may register a team to participate in any tournament sponsored by the Corporation.

Section 6. Approval by the Board of Directors. The Board of Directors' approval of any application submitted under this Article must be by two-thirds of the members of the Board of Directors present at any regular or special meeting.

Section 7. Termination of Full or Associate Membership. If any Full or Associate Member of the Corporation fails to have a representative team participate in two tournaments sponsored by the Corporation in any three year period, then such organization's Full or Associate Membership in the Corporation shall terminate automatically. In addition, the Board of Directors may terminate the Full or Associate Membership of any organization for cause by the affirmative vote of two-thirds of the members of the Board of Directors present at any regular or special meeting. Any organization whose Full or Associate Membership in the Corporation has terminated under this Section may submit an application for membership in the Corporation pursuant to the provisions of this Article.

Section 8. Vested Rights. No Full or Associate Member shall have any vested rights, interest or privileges on or to the assets of the Corporation.

Section 9. Withdrawal. A Full or Associate Member may withdraw from the Corporation by written notice of withdrawal to the Secretary of the Corporation, with such withdrawal effective immediately upon the Secretary's receipt of the written notice.

ARTICLE IV. MEMBERS

Section 1. Place of Holding Meetings. All meetings of the Members shall be held within or outside the State of Louisiana at such place as may be specified in the notice of the meeting, as the Directors may, from time to time, fix.

Section 2. Annual Election of Directors. The annual meeting of Members for the election of Directors, and the transaction of other business, shall be held at such time as the Board of Directors shall fix.

To be considered a nominee for an at-large position on the Board of Directors, the individual must either:

(1) Provide a written communication received no later than March 15 to the current Chair of the Board indicating that he or she wishes to be so nominated. Said communication may include any information the nominee believes to be pertinent regarding his or her qualifications to serve on the Board. All such information will be forwarded to the State Coordinators and posted to the NHSMTC, Inc. website prior to the annual meeting of the Membership.

(2) If a person misses the deadline but still wishes to be nominated, the individual must provide a communication as set out in (1) above to the Chair before the end of the May meeting of the Board. Said communication must be accompanied by a nominating petition signed by at least three (3) State Coordinators. Nominations so received, as well as those in Section (1) above will be printed on the ballot handed out at the annual meeting of the State Coordinators.

(3) Nominations from the floor during the annual meeting of the State Coordinators will be accepted. Nominations must be supported in writing by at least three (3) State Coordinators. These nominations will be considered write-in votes on the ballots.

Section 3. Voting.

(a) All elections shall be had by plurality, and all questions decided by majority, of the votes cast, except as otherwise provided by the Articles, by these Bylaws, or by law.

(b) At each meeting of Members, a list of the Members entitled to vote on the record date for the meeting, arranged alphabetically by state and certified by the Secretary, shall be produced on the request of any Member.

(c) Proxy.

(1) A Member shall have the right to cast his, her or its vote either in person or by proxy duly authorized in writing.

(2) The authority of the holder of a proxy to act shall not be revoked by the death of the authorized representative of the Member who executed the proxy unless, before the authority is exercised, written notice of such death is received by the corporate officer responsible for maintaining the list of Members.

(d) Associate Members shall have no voting power on any matters of the Corporation unless otherwise set forth herein.

Section 4. Quorum. Except as provided in the next section hereof, any number of Members, together comprising at least a majority of the membership entitled to vote thereat, who are present in person or represented by proxy at any meeting, shall constitute a quorum for the transaction of business despite the subsequent withdrawal or refusal to vote of any Member.

Section 5. Adjournment of Meeting. If less than a quorum is in attendance at any time for which a meeting is called, the meeting may, after the lapse of at least half an hour, be adjourned by a majority of the Members present or represented and entitled to vote thereat. If notice of such adjourned meeting is sent to the Members entitled to vote at the meeting, stating the purpose or purposes of the meeting and that the previous meeting failed for lack of a quorum, then any number of Members, present in person or represented by proxy, and together comprising at least one-fourth of the Members entitled to vote thereat, shall constitute a quorum at the adjourned meeting.

Section 6. Special Meetings: How Called. Special meetings of the Members for any purpose or purposes may be called by the Chair or a majority of the Board of Directors, and shall be called upon a written request therefor, stating the purpose or

purposes thereof.

Section 7. Notice of Members' Meetings. Written, printed or electronic (via e-mail) notice, stating the place and time of any meeting, and if a special meeting, the general nature of the business to be considered, shall be given to each Member entitled to vote thereat, at the Member's last known address, at least ten days before the meeting in the case of an annual meeting and five days before the meeting in the case of a special meeting.

Emergency meetings may be called during a National Championship by the Chair or the Chair's designee, with such notice, and means of providing such notice, as is deemed appropriate by the Chair under the circumstances. Efforts need not be made to notify Members not in attendance at the National Championship of the emergency meeting.

Any irregularity in the notice of an annual meeting held at time prescribed in Section 2 of this Article IV, shall not affect the validity of the meeting or any action taken thereat.

Section 8. Unanimous Consent.

(a) Whenever by any provision of law, the Articles or the Bylaws, the affirmative vote of Members is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all of the Members having voting power on the particular question shall be sufficient for the purpose, without necessity for a meeting of Members.

(b) This consent, together with a certificate by the Secretary of the Corporation to the effect that the subscribers to the consent constitute all of the Members entitled to vote on the particular question, shall be filed with the records of

proceedings of the Members.

ARTICLE V. BUDGET, EXPENSES, DUES AND ASSESSMENTS

Section 1. Budget. The Board of Directors shall annually adopt a budget for the Corporation to be administered by the Chair and the Treasurer.

Section 2. Expenses. The expenses of the Corporation shall be borne by Members through the payment of annual dues, through fees generated from the hosting of championship competitions, and through other revenues generated consistent with the purpose of this Corporation.

Section 3. Dues. Each Member and Associate Member shall pay periodic dues to be determined in such manner and in such amounts as two-thirds of the members of the Board of Directors may approve. Two-thirds of the Directors may approve a payment schedule for annual dues.

Section 4. Special Assessments. Special assessments may be levied at any time upon resolution of two-thirds of the members of the Board of Directors and approval by majority vote of the Members entitled to vote. Any such special assessment shall be a percentage of each Member's last assessed annual dues.

Section 5. Dues Earned When Paid. All dues are deemed fully earned when paid, and no refund of dues shall be made when membership terminates for any reason. No Member, after termination, shall have any claims upon the assets of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number of Directors. Each organization ("Host Organization") which has contracted to host a National Championship of the Corporation ("National Championship") shall appoint one member of the Board of Directors. Said directors,

hereafter referred to as Host Directors, shall hold office for a term to end two years following the year in which the Host Organization hosts, or was contracted to host, a National Championship. Except as herein provided under Section 13 of this Article, each Host Director shall serve at the pleasure of the Host Organization which appointed him or her. The Host Organization may remove and replace its director at its pleasure. A Host Director shall cease to be a Director upon that Director's Host Organization providing notice to the Corporation that it will not be hosting the National Championship.

There shall also be at least three (3) Directors, hereafter referred to as "At-Large Directors," who will be elected by the Membership to serve three-year terms.

Section 2. Reserved.

Section 3. Reserved.

Section 4. Place of Holding Meetings. The meetings of the Board of Directors may be held at such place, whether in this state or elsewhere, as a majority of the Directors may from time to time appoint, or as may be fixed in the call of the meeting.

Section 5. Reserved.

Section 6. Regular Directors' Meetings. Regular meetings of the Directors may be held at such time and place as may be designated by the Directors.

Section 7. Special Directors' Meetings: How Called. Special meetings of the Board of Directors may be called at any time by vote at a meeting of the Board of Directors, or by the Chair, or in writing, with or without a meeting, by a request of the majority of the Directors or of a majority of the members of the Executive Committee. Special meetings may be held at such place or places within or outside Louisiana as may be designated by the Board of Directors. In the absence of such designation, any

such meeting shall be held at such place as may be designated in the notice thereof.

Section 8. Directors' Meetings: Who May Attend. Attendance at Regular or Special Directors' Meetings is limited to the Directors. Non-Board members may attend such meetings, with the permission of the Executive Committee, to conduct business with the Board. Attendance by non-Board members is limited to the scope of their business with the Board except as otherwise permitted by the Executive Committee or a majority of the Board members.

Section 9. Notice of Meetings. Notice of the place and time of special meetings of the Board or any committee thereof shall be delivered to each Director or committee member, or sent to him or her by facsimile or electronic mail, or by leaving same at his or her residence or usual place of business, at least two days before the date of the meeting unless circumstances require action to be taken before such notice can be properly provided or all members of the Board have waived this notice requirement as to a particular meeting, in writing. Emergency meetings at the National Championship may be called by the Chair provided that a reasonable attempt is made by the Chair to locate and orally notify all Board members present at the National Championship of the special meeting. Efforts need not be made to notify Board members not in attendance at the National Championship of the emergency meeting.

Directors present at a meeting shall be deemed to have received due, or to have waived, notice thereof. Notice of a meeting may be waived in writing at any time and the waiver need not specify the purpose of or the business to be transacted at the meeting. Notice need not be given to any Director, or member of a committee of the Board of Directors, with whom communication is made unlawful by any law of the United States of America, or by any rule, regulation, proclamation or executive order

issued under any such law, and any action or meeting taken or held without notice to any such Director or committee member shall have the same force and effect as if notice had been given to him as otherwise required.

Section 10. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed above, or the refusal of any Director present to vote. If a quorum is not present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 11. Proxies. Any Director absent from a meeting of the Board or any committee thereof may be represented by any other Director or Member representative, who may cast the vote of the absent Director according to the written instructions, general or special, of the absent Director.

Section 12. Unanimous Action Without Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee unanimously consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or Committee. A consent document may be executed in multiple copies none of which need contain all of the required written

consents if the aggregate of all such copies contains all the consents.

Section 13. Removal of Directors. If the Board of Directors shall determine by a vote of three-fourths of the entire Board of Directors that any Director should be removed for just cause, in such event, that person shall cease to be a Director and the position held by him or her shall thereupon become vacant.

Section 14. Board Vacancies. Any vacancy occurring on the Board of Directors prior to the annual elections may be filled by majority vote of the remainder of the Board of Directors for the unexpired term. A replacement Director nominated to fill an unexpired term must be or have been within the previous five years actively involved in sponsoring, administering or participating in law-related activities.

Section 15. Remuneration of Directors. Directors, as such, shall not receive any stated salary for their services but, by resolution of the Board, expenses of attendance, if any, and a fixed fee, may be allowed to Directors for attendance at each regular or special meeting of the Board or of any committee thereof. This Section does not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 16. Powers of Directors. The Board of Directors shall manage the business of the Corporation and, subject to any restrictions imposed by law, the Articles or these Bylaws, may exercise all the powers of the Corporation. Without prejudice to such general powers, the Directors have the following specific powers:

(a) From time to time, to devolve the powers and duties of any officer upon any other person for the time being.

(b) To confer upon any officer the power to appoint, remove and suspend, and fix and change the compensation of, subordinate officers and agents.

(c) To determine who shall be entitled to vote, or to assign and transfer any shares of stock, bonds, debentures or other securities of other corporations held by this Corporation.

(d) To delegate any of the powers of the Board to any standing or special committee or to any officer or agent (with power to sub-delegate) upon such terms as they deem fit.

Section 17. Resignation. The resignation of a Director shall take effect on receipt thereof by the Chair or Secretary, or on any later date, not more than thirty days after such receipt, specified therein.

ARTICLE VII. COMMITTEES

Section 1. The Committees of the Board of Directors may consist of an Executive Committee, a Case Materials Review Committee, a Long Range Planning Committee, a Rules Committee, a Site Selection Committee, and such other committees as may be established from time to time by action of the Board of Directors or the Executive Committee. Such standing committees shall have and may exercise such powers as shall be conferred or authorized by these Bylaws and/or resolution of the Board of Directors provided that in no event shall any action be taken contrary to the previous action of the Board of Directors. In addition, the Chair may appoint special committees and, from time to time, create ad hoc committees and task forces for the purpose of handling special assignments upon confirmation by the Board of Directors. The Chair may appoint to any committee or task force up to two non-Board members, except that no non-Board member may be appointed to the Case Materials Review Committee.

(a) **Duties and Quorum.** The duties, responsibilities and membership

qualifications shall be prescribed in these Bylaws and/or by resolution of the Board of Directors. Except as otherwise herein provided, one-half of the members of any committee present in person or by telephone shall constitute a quorum. Once a quorum is present, the departure of one or more of the members of the committee shall not invalidate the meeting.

(b) **Executive Committee**. The Executive Committee of the Board of Directors shall have and may exercise all the powers of the Board of Directors in the management of the Corporation during the intervals between meetings of the Board of Directors except the power to make or alter the Bylaws, fill vacancies on the Board of Directors or Executive Committee, or alter the membership of the Executive Committee.

(1) **Membership**. The Executive Committee shall be composed of those persons who are from time to time the Chair, the Immediate Past Chair, the Vice Chair, the Secretary, the Treasurer, the Archivist and such other members as may from time to time be elected by resolution passed by the majority vote of the Board of Directors.

(2) **Meetings**. Meetings of the Executive Committee may be called at any time by the Chair and shall be called by the Chair upon the request of any one or more members of the committee. All meetings of the Executive Committee shall be held on at least three days' notice unless circumstances require action to be taken before such notice can be properly provided or all members of the Executive Committee have waived this notice requirement as to a particular meeting, in writing. In such instance, the Chair shall make every reasonable effort to notify the members of the Executive Committee of the emergency meeting. Two-thirds of the Executive Committee shall constitute a quorum. The Chair shall serve as the Chair of all meetings

of the Executive Committee.

(c) **Case Materials Review Committee.** The Case Materials Review Committee shall review and approve the case as prepared by the Host Organization for the National Championship.

(d) **Rules Committee.** The Rules Committee shall consider and recommend to the Board of Directors changes to the National High School Mock Trial Championship Rules.

(e) **Site Selection Committee.** The Site Selection Committee shall recommend the criteria to be utilized in site selection, receive bids for hosting of the National Championship and report thereon to the Board of Directors.

Section 2. Reports of Meetings of Committees. Any committees, either standing or specially designated by the Board, shall keep regular reports of their proceedings and shall provide the same to the Board when required, but no approval by the Board of any action properly taken by a committee shall be required. The committee Chair or his designee may prepare committee meeting minutes when deemed necessary by the Chair or by the committee Chair.

Section 3. Procedure. The Chair shall appoint committees and committee Chairs. Each committee shall meet at such times as it shall determine, and at any time on call of the Chair. A majority of a committee constitutes a quorum, and the committee may take action either by vote of a majority of the members present at any meeting at which there is a quorum or by written concurrence of a majority of the members. In case of absence or disqualification of a member of a committee at any meeting thereof, the qualified members present, whether or not they constitute a quorum, may unanimously appoint a Director to act in place of the absent or disqualified member.

The Board has power to change the members of any committee at any time, to fill vacancies, and to discharge any committee at any time.

ARTICLE VIII. OFFICERS AND EMPLOYEES

Section 1. Titles. The officers of the Corporation shall be a Chair, an Immediate Past Chair, a Vice Chair, a Treasurer, a Secretary, an Archivist and such other officers as may, from time to time, be elected or appointed by the Board. Any two officers may be combined in the same person provided that the Chair and Secretary shall not be the same person.

The Chair, Vice-Chair, and Treasurer shall be chosen from the Directors.

Beginning in 2006, and continuing thereafter, the Secretary shall be chosen from the Directors.

Beginning in 2007, and continuing thereafter, the Archivist shall be chosen from the Directors.

Section 2. Chair. At the annual meeting of the Board of Directors, there shall be elected a Director to serve as Chair of the Board of Directors. The Chair shall also act as the Chair of the Executive Committee. The Chair shall also be a member ex-officio of all committees of the Board, with like voice and vote. The Chair shall, when present, preside at all meetings of the Directors and Members. The Chair shall give, or cause to be given, notice of all meetings of Members and Directors. The Chair is the Chief Executive Officer of the Corporation, with general management of the Corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the Board are carried into effect and direct the other officers in the performance of their duties; has power to execute all authorized instruments; and shall generally perform all acts incident to the office of Chair, or which

are authorized or required by law, or which are incumbent upon him or her under the provisions of the Articles and these Bylaws.

Section 3. Immediate Past Chair. As soon as a new Chair begins serving, the person previously serving as Chair shall be offered the opportunity to serve as the Immediate Past Chair of the Board of Directors. If the person previously serving as Chair declines the position, the position shall remain vacant for that year. The Immediate Past Chair shall be a member of the Executive Committee. The Immediate Past Chair shall have such powers, and shall perform such duties, as shall be assigned by the Directors or by the Chair.

Section 4. Vice Chair. At an annual meeting of the Board of Directors, there shall be elected a Vice Chair of the Board of Directors. The Vice Chair shall be a member of the Executive Committee. The Vice Chair shall have such powers, and shall perform such duties, as shall be assigned by the Directors or by the Chair, and shall, in the absence or disability of the Chair, perform the duties and execute the powers of the Chair.

Section 5. Treasurer. At the annual meeting of the Board of Directors, there shall be elected a Treasurer of the Corporation. The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other valuable documents of the Corporation. He or she shall receive and give, or cause to be given, receipts and acquittances for monies paid in on account of the Corporation, and shall pay out of the funds on hand all just debts of the Corporation of whatever nature, when due. He or she shall enter, or cause to be entered, in books of the Corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid out on account of the Corporation, and, whenever required by the Chair or the Directors, he or she shall

render a statement of the accounts. He or she shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets and liabilities of the Corporation; and he or she shall perform all of the other duties incident to the office of Treasurer. If required by the Board, he or she shall give the Corporation a bond for the faithful discharge of his or her duties and for restoration to the Corporation, upon termination of his or her tenure, of all property of the Corporation under his or her control.

Section 6. Secretary. At the annual meeting of the Board of Directors, there shall be elected a Secretary of the Corporation. The Secretary shall be a member of the Executive Committee. He or she shall record all the proceedings of the meetings of the Members and the Directors in a book to be kept for that purpose. Except as otherwise determined by the Directors, he or she has charge of the original membership books, and shall act as transfer agent in respect to the stock and other securities held by the Corporation. He or she shall have custody of the seal of the Corporation, if any, and shall affix it to all instruments requiring it; and he or she shall perform such other duties as may be assigned to him or her by the Directors or the Chair.

Section 7. Archivist. At the annual meeting of the Board of Directors, there shall be appointed an Archivist. The Archivist shall receive from each Host Organization and maintain for the record a copy of the case materials, registration packet and other such items as the Archivist deems appropriate. The Archivist shall be a member of the Executive Committee.

Section 8. Assistants. Assistant Secretaries, Treasurers, or other officers, if any, shall have such duties as may be delegated to them by the Secretary, Treasurer, or other officers, if any, respectively.

Section 9. Agents. The Board of Directors may appoint agents of the Corporation as may be necessary for the business of the Corporation.

Section 10. Appointed Personnel. The Board of Directors may retain or employ or contract for such administrative, professional, technical or clerical help as it deems necessary to carry out the purposes of the Corporation.

Section 11. Duties of Appointed Personnel. Appointed personnel shall have such duties and responsibilities as may from time to time be assigned and delegated to them by the Board of Directors or the Executive Committee of the Corporation.

Section 12. Removal of Officers or Appointed Personnel. Any officer or employee may be removed only by a majority vote by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Corporation would be served thereby.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 1. The Corporation shall, to the greatest extent allowed by law, indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation,

and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees, and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3. Any indemnification under Section 1 of this Article IX (unless ordered

by the Court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel or (3) by the Members.

Section 4. Expenses incurred in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 3 of this Article IX, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article IX.

Section 5. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any Bylaw, agreement, authorization of Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs and legal representative.

Section 6. The Corporation shall have power to procure insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him or her in any

such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 1. Transfer of Membership. Membership shall be transferable or assignable upon the approval of the Board.

Section 2. Record Dates. The Board may fix a record date for determining Members of record for any purpose, such date to be not more than fifty days and, if fixed for the purpose of determining Members entitled to notice of and to vote at a meeting, not less than ten days, prior to the date of the action for which the date is fixed.

Section 3. Checks, Drafts, Notes. All checks, drafts, other orders for the payment of money, and notes or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by the Board.

Section 4. Notice. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; any notice is sufficient if given by electronic mail, facsimile or first-class postage prepaid addressed to the person entitled thereto at his, her or its last known address as it appears on the records of the Corporation; and, such notice is deemed to have been given on the day of such mailing.

Section 5. Waiver of Notice. Whenever any notice of the time, place or purpose of any meeting of Members, Directors or committee is required by law, the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons

entitled to such notice and filed with the records of the meeting before or after the holding thereof, or actual attendance at the meeting of Members in person or by proxy or at the meeting of Directors or committee in person or by proxy, is equivalent to the giving of such notice except as otherwise provided by law.

ARTICLE XI. AMENDMENTS

The Members or the Directors, by affirmative vote of a majority of those present or represented, may, at any meeting, amend or alter any of the Bylaws; subject, however, to the right of the Members to change or repeal any Bylaws made or amended by the Directors.

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Certificate of Adoption of Bylaws

I certify that the foregoing Amended and Restated Bylaws are the Bylaws adopted and ratified by the Directors of the National High School Mock Trial Championship, Inc., on this 8th day of May, 2008.

Attest: _____, Secretary

By: _____, Chair