

**RESTATEMENT AND AMENDMENT OF THE ARTICLES OF
INCORPORATION OF THE NATIONAL CONSORTIUM ON RACIAL AND
ETHNIC FAIRNESS IN THE COURTS**

The undersigned certify that:

I. They are the President and Secretary, respectively of the National Consortium on Racial and Ethnic Fairness in the Courts, a Louisiana nonprofit corporation.

II. The Articles of Incorporation of this corporation are amended and restated, and that the restatement accurately copies the articles of incorporation and all amendments thereto without substantive change except as made by any new amendments contained in the restatement, which amendments are underlined and boldfaced hereinbelow, to read as follows:

1. The name of the corporation is: NATIONAL CONSORTIUM ON RACIAL AND ETHNIC FAIRNESS IN THE COURTS [hereinafter referred to as "National Consortium"].
2. The purposes of the National Consortium are: (A) to provide members, participating persons, and participating groups with a conducive forum to discuss and share research and program activities in a safe environment relating to (i) their common mandate to (i) determine if bias exists in the courts and (ii) examine bias in the courts, (2) their common interest in eliminating any and all forms of bias in the courts, and (3) recommending and implementing actions and policies to overcome and eradicate bias and to promote of racial and ethnic fairness, inclusiveness, and impartiality; (B) to assist members, participating persons, participating groups, and the general public in examining court-related and legal issues relating to racial and ethnic bias and fairness in the courts; (C) to share information; (D) to provide an annual forum for the discussion of progress made in program activities and recommend reforms to members, participating persons, participating groups, and the general public; (E) to encourage all state courts to establish or cause to be established an appropriate entity or investigative body (such as a task force or commission) with the purpose of examining the treatment accorded racial minorities, ethnic minorities, and persons of color in the courts consistent with resolutions of the Conference of Chief Justices concerning establishment of such entities; (F) to encourage all state courts or other established bodies (such as task forces, commissions, and committees) to (1) implement recommendations made as a result of a state's findings (2) monitor the progress of the court(s) and issue appropriate periodic reports, (3) promote fairness, impartial treatment, and access to the courts by all persons regardless of race or ethnicity, (4) review and advise the courts on major emerging policies and procedures, and (5) review and advise the courts of proposed legislation that may adversely impact racial and ethnic minorities; (G) to work with the National Center for State Courts in its role as a clearinghouse and repository for task force and commission reports on racial and ethnic fairness in the courts and other common interests, including access to the courts by all persons regardless of race or ethnicity; (H) to develop a national agenda for educating the courts, the legal profession, the law enforcement community, and the general public concerning racial and ethnic fairness in the courts; (I) to share the collective knowledge of former or existing task forces and commissions on racial and ethnic bias and fairness in the courts with all levels of court, the legal profession, the law enforcement community, and the general public; (J) to share and promote the collective knowledge of all existing implementation commissions dealing with and promoting racial and ethnic, and fairness and impartiality in the courts, the legal profession, the law enforcement community, and the general public; and (K) to do things necessary and proper to promote equal, unbiased, and impartial treatment of all persons in the courts.
3. The National Consortium shall be a nonprofit corporation of perpetual duration and is organized on a non-stock basis.
4. The location of the registered office of the National Consortium shall be established by the Board of Directors; unless and until changed by the Board of Directors, the location of the registered office shall be 410 Royal Street, Room 3150, New Orleans, Louisiana, 70130-2199.
5. Membership in the National Consortium shall be determined by the Board of Directors in accordance with the National Consortium by-laws, and shall be open to all persons, regardless of race or ethnicity. The Board of Directors may suspend or expel any member of the National Consortium by a two-thirds vote of the Board whether at a Board meeting or by a consent signed by two-thirds of the Board members. Any member of the National Consortium may also be suspended or expelled by a majority vote of those members in attendance at a meeting of the membership.
6. Voting at each regular or special meeting of the membership shall be by state, with each state having one vote. Members of the National Consortium present at a meeting of the membership shall determine how to cast the vote for their state. The Board of Directors may by a three-fourths vote establish different voting criteria or methods.

7. The officers of the National Consortium shall be the Moderator and Coordinator, nominated and elected in accordance with the National Consortium by-laws. The Moderator shall be the President of the National Consortium and shall exercise such powers and duties as conferred upon him or her by law and the National Consortium by-law. The Coordinator shall be the Secretary and/or Treasurer of the National Consortium and shall have such powers and duties as conferred upon him or her by law and the National Consortium by-laws. The officers shall be elected by the Board and may be ratified by the membership and shall serve a term of two years to commence at the end of an annual meeting. Vacancies in the office of Moderator and Coordinator shall be filled by the Board of Directors, but such vacancies shall only be filled in accordance with the procedures set forth in the National Consortium by-laws. The Board of Directors may (A) establish other officers of the National Consortium and/or (B) split the offices of Secretary and Treasurer into two positions. If the position of Secretary and Treasurer is split, the Coordinator shall be the Secretary. The Board of Directors may create the position of Moderator-Elect, who shall succeed to the office of Moderator when the term of office of the then Moderator ends.
8. The Moderator shall resign upon the written request of two-thirds of the members or upon the written request of three-fourths of the members of the Board of Directors. The Board of Directors may remove or suspend any officer or member of the National Consortium for cause.
9. The operations of the National Consortium shall be governed by the by-laws. The by-laws shall be (A) adopted and/or amended by a majority of the members of the National Consortium present at any regular or special meeting of the National Consortium or (B) adopted and/or amended by a three-fourths vote of the members of the Board of Directors.
10. Annual meetings shall be held on the last consecutive Thursday, Friday, and Saturday in April or at such other consecutive Thursday, Friday, and Saturday in April or May as determined by the Board of Directors, provided, however, that a change of date for the annual meeting once selected may only be made upon reasonable advance written notice to the members. The Board may also determine that the annual meeting of the membership shall be held in either March or June of any year. Special meetings of the National Consortium may be called by the Board of Directors upon thirty days advance written notice to the members, but special meetings shall be limited to matters specified in the call for the special meeting. Annual and special meetings shall be held in the United States or Canada.
11. The National Consortium shall be governed by a Board of Directors nominated, elected, and serving in accordance with the National Consortium by-laws. The Board of Directors shall consist of not less than three or more than twenty individuals. The number of directors shall be set by the Board of Directors or the members. A Board member shall serve a term of two years. Not more than one-third of the directors shall be residents of the same state. Meetings of the Board of Directors shall be held in the United States, unless the meeting is in conjunction with a meeting of the membership being held in Canada. Meetings of the Board may also be held telephonically or by videoconferencing. The terms of the Board members shall be staggered.
12. Upon the dissolution of the National Consortium, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to 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 of the parish in which the principal office of the National Consortium is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.
13. (A) The National Consortium is organized exclusively for charitable, educational, religious, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (B) No part of the net earnings of the National Consortium shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the National Consortium shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the National Consortium shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the National Consortium shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the National Consortium shall not carry on any other activities not permitted (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
14. The names and addresses of the registered agents of the National Consortium are (1) Max N. Tobias, Jr., 410 Royal Street, New Orleans, Louisiana 70130 and (2) Dr. Hugh M. Collins, 410 Royal Street, New Orleans, Louisiana 70130.

III. The Board of Directors unanimously approved the foregoing amendment and restatement of the Articles of Incorporation at a meeting on March 23, 2013 at which a quorum was present and that the required number of votes for amendment of the articles of incorporation voted for the amendments.

IV. The amendments have been effected in conformity with law; that the date of incorporation of this corporation is January 5, 2000; and that the date of this restatement is March 23, 2013.

Thus signed on the dates and at the places set opposite our respective names.

Date: June 21, 2013, 2013
Place: Newport, Rhode Island

Edward C. Clifton
Edward C. Clifton, President

Date: June 27, 2013
Place: Washington, DC

H. Clifton Grandy
H. Clifton Grandy, Secretary

ACKNOWLEDGEMENT

State of Rhode Island
County of Newport

Before me, the undersigned notary public in and for the state and county aforesaid, personally came and appeared: Edward C. Clifton, who being by me first duly sworn did state that he is the President of the National Consortium on Racial and Ethnic Fairness in the Courts, that he executed the above and foregoing in said capacity, and that the matters set forth therein are true and correct to the best of his knowledge and information.

Signed this 21st day of June, 2013.

Jane M. Anthony
Notary Public
JANE M. ANTHONY
NOTARY PUBLIC
R.I.G.L. 42-30-14

ACKNOWLEDGEMENT

District of Columbia
City of Washington

Before me, the undersigned notary public in and for the state and county aforesaid, personally came and appeared: H. Clifton Grandy, who being by me first duly sworn did state that he is the ~~secretary~~ of the National Consortium on Racial and Ethnic Fairness in the Courts, that he executed the above and foregoing in said capacity, and that the matters set forth therein are true and correct to the best of his knowledge and information.

Signed this 27th day of June, 2013.

Notaries Public
Notary Public

