

BYLAWS

OF

SEAD SUSTAINABLE ENVIRONMENTAL ADVOCACY AND DEVELOPMENT

A New Jersey Nonprofit Corporation

NJ Business Entity ID: 0451514420

Revised for Board Adoption - August 21, 2026

Non-membership corporation governed by its Board of Trustees

PREAMBLE

These Bylaws govern SEAD Sustainable Environmental Advocacy and Development (the “Corporation” or “SEAD”), a nonprofit corporation organized under the laws of the State of New Jersey. These Bylaws are intended to support SEAD's operation exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, consistent with the Corporation's Certificate of Incorporation and all duly filed amendments.

ARTICLE I - NAME, OFFICES, AND PURPOSE

Section 1.1. Name. The name of the Corporation is SEAD Sustainable Environmental Advocacy and Development.

Section 1.2. Principal Office. The principal office shall be located in the State of New Jersey at such place as the Board of Trustees may determine. The Board may establish additional offices as needed.

Section 1.3. Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent in New Jersey as required by law. The Board may authorize changes to either by appropriate filing.

Section 1.4. Purposes. SEAD is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its purposes include advancing environmental sustainability and community well-being through environmental advocacy and education, conservation and restoration, sustainable development, environmental justice, pollution prevention, environmental-health awareness, research, public education, community engagement, safe-water initiatives, youth environmental leadership, and partnerships that promote healthy, resilient, and sustainable communities.

Section 1.5. Powers. SEAD may exercise all lawful powers available to a New Jersey nonprofit corporation that are consistent with its Certificate of Incorporation, these Bylaws, and its tax-exempt purposes.

ARTICLE II - NON-MEMBERSHIP STRUCTURE

Section 2.1. No Voting Members. The Corporation shall have no voting members. No person shall have governance rights by reason of being a donor, volunteer, program participant, employee, advisor, supporter, or other affiliate.

Section 2.2. Governing Authority. All corporate powers shall be exercised by or under the authority of the Board of Trustees, and the affairs of the Corporation shall be managed under the direction of the Board, subject to applicable law and the Certificate of Incorporation.

ARTICLE III - BOARD OF TRUSTEES

Section 3.1. General Authority. The Board of Trustees is the governing body of SEAD and shall provide strategic direction, fiduciary oversight, policy leadership, financial stewardship, and accountability for the Corporation's charitable mission.

Section 3.2. Number. The Board shall consist of not fewer than three (3) Trustees. The Board may increase the number of Trustees by resolution, subject to applicable law and the Certificate of Incorporation.

Section 3.3. Qualifications. Trustees shall support SEAD's mission, exercise independent judgment, comply with fiduciary duties, and disclose actual or potential conflicts of interest. The Board should seek a mix of skills, community perspectives, and experience relevant to SEAD's work.

Section 3.4. Terms. Unless otherwise determined by the Board at the time of election, Trustees shall serve three-year terms and may be reelected. Initial terms may be staggered by Board resolution to promote continuity.

Section 3.5. Election. Trustees shall be elected by the affirmative vote of a majority of Trustees then in office at a duly called meeting at which a quorum is present, unless a greater vote is required by law, the Certificate of Incorporation, or these Bylaws.

Section 3.6. Resignation. A Trustee may resign at any time by written notice to the President or Secretary. The resignation shall be effective when received unless a later effective date is stated.

Section 3.7. Removal. A Trustee may be removed in accordance with applicable New Jersey law and these Bylaws when the Board determines that removal is in the best interests of the Corporation, including for material breach of fiduciary duty, repeated failure to participate, serious misconduct, or unresolved conflicts that materially impair service.

Section 3.8. Vacancies. A vacancy may be filled by the affirmative vote of a majority of the remaining Trustees, even if fewer than a quorum, to the extent permitted by law. A Trustee elected to fill a vacancy shall serve for the remainder of the unexpired term or such term as the Board lawfully establishes.

Section 3.9. Compensation. Trustees shall not receive compensation merely for serving as Trustees. The Corporation may reimburse reasonable, documented expenses. A Trustee may receive reasonable compensation for separate professional or other services only when the arrangement is lawful, fair to SEAD, approved by disinterested Trustees, and handled under the Conflict of Interest Policy.

ARTICLE IV - BOARD MEETINGS

Section 4.1. Annual Meeting. The Board shall hold at least one annual meeting for governance, officer elections as needed, review of finances and programs, compliance matters, and other corporate business.

Section 4.2. Regular Meetings. The Board may establish a schedule of regular meetings by resolution.

Section 4.3. Special Meetings. Special meetings may be called by the President or by any two Trustees.

Section 4.4. Notice. Notice of a special meeting shall be provided to each Trustee at least two (2) days in advance by personal delivery, telephone, electronic transmission, or other reasonable means, unless a different period is required by law. Notice may be waived in writing or by attendance without timely objection.

Section 4.5. Remote Participation. Trustees may participate by telephone, video conference, or other communications technology through which all participating Trustees can hear or otherwise communicate with one another as permitted by law. Participation in this manner constitutes presence at the meeting.

Section 4.6. Quorum. A majority of the Trustees then in office shall constitute a quorum, but in no event shall a quorum be fewer than the minimum permitted by applicable law.

Section 4.7. Voting. Each Trustee shall have one vote. Unless otherwise required, an act of the Board requires the affirmative vote of a majority of Trustees present at a meeting at which a quorum exists.

Section 4.8. Action Without Meeting. Any action that may be taken at a Board meeting may be taken without a meeting by unanimous written or electronic consent of all Trustees entitled to vote, to the extent permitted by law. Such consent shall be filed with the corporate records.

Section 4.9. Minutes. The Secretary, or a person designated by the Board, shall ensure that accurate minutes are prepared and maintained for Board and committee meetings.

ARTICLE V - OFFICERS

Section 5.1. Officers. The officers shall include a President, Secretary, and Treasurer. The Board may establish additional offices, including Vice President, Assistant Secretary, or Assistant Treasurer, as needed.

Section 5.2. Election and Term. Officers shall be elected by the Board and shall serve until their successors are elected and qualified, unless they resign, are removed, or cease to be eligible.

Section 5.3. President. The President shall provide executive leadership to the Board, preside at Board meetings unless the Board designates another chair, help implement Board decisions, execute authorized documents, and perform other duties assigned by the Board.

Section 5.4. Secretary. The Secretary shall oversee notices, minutes, corporate records, governance documents, certifications, and other duties assigned by the Board.

Section 5.5. Treasurer. The Treasurer shall oversee the Corporation's financial reporting and financial controls, help ensure accurate books and records, present financial information to the Board, and monitor compliance with Board-approved budgets and fiscal policies. The Treasurer need not personally perform bookkeeping functions.

Section 5.6. Multiple Offices. One person may hold more than one office only to the extent permitted by New Jersey law and consistent with sound governance; however, the Board should maintain appropriate separation of financial and recordkeeping responsibilities.

Section 5.7. Removal and Vacancies. Any officer may be removed by the Board when the Board determines that removal is in the best interests of the Corporation. Officer vacancies may be filled by the Board for the remainder of the term.

ARTICLE VI - COMMITTEES AND ADVISORY BODIES

Section 6.1. Board Committees. The Board may create committees and delegate authority to them to the extent permitted by law. Any committee exercising Board authority shall consist of Trustees and shall report to the Board.

Section 6.2. Standing or Special Committees. The Board may establish committees such as Finance, Governance, Programs, Development, Audit, or other committees appropriate to SEAD's needs.

Section 6.3. Advisory Councils. The Board may establish advisory councils or working groups that include non-Trustees. Advisory bodies may provide expertise and recommendations but shall not exercise powers reserved to the Board.

Section 6.4. Committee Procedures. Committees shall operate under charters, resolutions, or directives approved by the Board and shall maintain appropriate records of material actions.

ARTICLE VII - CONFLICTS OF INTEREST AND ETHICAL CONDUCT

Section 7.1. Conflict of Interest Policy. The Board shall adopt and maintain a written Conflict of Interest Policy applicable to Trustees, officers, and other persons designated by the Board.

Section 7.2. Disclosure. A covered person shall promptly disclose any actual or potential financial, family, business, professional, or other interest that could reasonably affect independent judgment concerning a SEAD matter.

Section 7.3. Recusal. An interested person shall not improperly influence deliberation or voting on a matter involving the conflict and shall recuse as required by the Conflict of Interest Policy.

Section 7.4. Related-Party Transactions. SEAD shall enter into a transaction involving an interested person only when the disinterested decision-makers determine, after appropriate review, that the transaction is lawful, fair, reasonable, and in the best interests of the Corporation.

Section 7.5. Annual Disclosures. The Board may require annual written conflict disclosures and acknowledgments from Trustees and officers.

ARTICLE VIII - FINANCIAL ADMINISTRATION AND INTERNAL CONTROLS

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year unless changed by resolution of the Board in accordance with applicable law.

Section 8.2. Budget. The Board shall oversee an annual operating budget or other appropriate financial plan and shall receive financial reports at intervals reasonably suited to the Corporation's activities.

Section 8.3. Bank Accounts. Funds shall be deposited in accounts held in the legal name of SEAD at financial institutions approved by the Board.

Section 8.4. Authorized Signers. The Board shall designate authorized signers and may establish transaction limits, dual-approval requirements, electronic-payment controls, or other safeguards.

Section 8.5. No Commingling. Corporate funds and assets shall be kept separate from the personal funds and assets of Trustees, officers, employees, and other persons.

Section 8.6. Disbursements and Reimbursements. Payments and reimbursements shall be supported by appropriate documentation and shall further SEAD's lawful purposes. No person shall approve a payment to himself or herself when an independent approval is reasonably available.

Section 8.7. Contracts. The Board may authorize officers or agents to enter contracts or execute instruments on behalf of SEAD. No person may bind the Corporation without actual authority.

Section 8.8. Grants and Restricted Funds. SEAD shall use grant funds, restricted contributions, and contract revenues in accordance with applicable restrictions, agreements, laws, and donor intent.

Section 8.9. Financial Review and Audit. The Board shall arrange for audits, reviews, compilations, or other financial oversight when required by law, contract, grant terms, Board policy, or prudent practice.

ARTICLE IX - PROGRAMS, FUNDRAISING, AND PARTNERSHIPS

Section 9.1. Programs. Programs shall be designed and operated to advance SEAD's exempt purposes and shall be subject to Board oversight, applicable budgets, and appropriate evaluation.

Section 9.2. Fundraising. SEAD may solicit and receive grants, charitable contributions, gifts, donations, contracts, sponsorships, and other lawful support consistent with its exempt purposes and applicable registration requirements.

Section 9.3. Partnerships. SEAD may collaborate with governmental agencies, educational institutions, nonprofit organizations, community organizations, businesses, international bodies, and other stakeholders when such collaboration furthers SEAD's mission and preserves appropriate independence and compliance.

Section 9.4. Use of Name and Assets. SEAD's name, logo, funds, property, and reputation shall be used only for authorized organizational purposes.

ARTICLE X - RECORDS, TRANSPARENCY, AND DOCUMENT RETENTION

Section 10.1. Corporate Records. SEAD shall maintain accurate books and records of account, minutes, governing documents, material resolutions, tax filings, registrations, contracts, grant records, and other records required by law or Board policy.

Section 10.2. Inspection. Corporate records shall be made available for lawful inspection as required by applicable law, while protecting confidential, privileged, personnel, donor, and other sensitive information.

Section 10.3. Document Retention. The Board may adopt a document-retention and destruction policy establishing retention periods and safeguards against destruction of records relevant to audits, investigations, litigation, or legal holds.

Section 10.4. Whistleblower Protection. The Board may adopt procedures for good-faith reporting of suspected financial impropriety, legal violations, ethical concerns, or misuse of charitable assets, with protection against unlawful retaliation.

ARTICLE XI - TAX-EXEMPT LIMITATIONS

Section 11.1. Private Inurement. No part of SEAD's net earnings shall inure to the benefit of any Trustee, officer, founder, private shareholder, member, or other private person, except that SEAD may pay reasonable compensation for services rendered and make payments in furtherance of its exempt purposes.

Section 11.2. Political Campaign Activity. SEAD shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 11.3. Lobbying. No substantial part of SEAD's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted for an organization exempt under Section 501(c)(3), including any lawful election made under Section 501(h) if properly authorized and filed.

Section 11.4. Prohibited Activities. SEAD shall not carry on activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or by an organization contributions to which are deductible under applicable provisions of the Internal Revenue Code.

ARTICLE XII - NONDISCRIMINATION

Section 12.1. Policy. In carrying out its charitable and educational mission, SEAD shall seek to provide programs and opportunities without unlawful discrimination and shall comply with applicable federal, state, and local nondiscrimination requirements.

Section 12.2. Accessibility and Inclusion. The Board may adopt policies designed to promote reasonable accessibility, inclusion, community participation, and equitable delivery of programs consistent with SEAD's mission and applicable law.

ARTICLE XIII - INDEMNIFICATION AND INSURANCE

Section 13.1. Indemnification. To the fullest extent permitted by New Jersey law, SEAD may indemnify Trustees, officers, employees, and agents who serve the Corporation in good faith and in a manner reasonably believed to be in or not opposed to SEAD's best interests.

Section 13.2. Insurance. The Corporation may purchase directors and officers liability insurance, general liability insurance, workers' compensation coverage, or other insurance the Board considers appropriate.

ARTICLE XIV - DISSOLUTION

Section 14.1. Distribution of Assets. Upon dissolution, SEAD's assets shall be distributed as provided in its Certificate of Incorporation, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government for a public purpose.

ARTICLE XV - AMENDMENTS

Section 15.1. Authority to Amend. Because SEAD has no voting members, these Bylaws may be amended, restated, or repealed by the Board of Trustees, subject to applicable law and the Certificate of Incorporation.

Section 15.2. Notice. The text or a summary of a proposed material amendment should be provided to Trustees with reasonable advance notice unless all Trustees waive notice.

Section 15.3. Protection of Exempt Purposes. No amendment may authorize activities inconsistent with SEAD's Certificate of Incorporation or its intended qualification under Section 501(c)(3).

ARTICLE XVI - PARLIAMENTARY AND INTERPRETIVE MATTERS

Section 16.1. Procedure. The Board may use reasonable rules of procedure to conduct meetings efficiently and fairly. Formal parliamentary procedure is not required unless adopted by the Board.

Section 16.2. Controlling Authority. If these Bylaws conflict with applicable law or the Certificate of Incorporation, the controlling law or Certificate shall govern, and the remaining provisions shall continue to the fullest extent possible.

Section 16.3. Electronic Records and Signatures. To the extent permitted by law, notices, consents, approvals, records, and signatures may be transmitted or maintained electronically.

CERTIFICATION AND ADOPTION

The undersigned certify that the foregoing Bylaws were presented to and adopted by the Board of Trustees of SEAD Sustainable Environmental Advocacy and Development and constitute the Bylaws of the Corporation as of the date stated below.

Trustee / Officer	Signature	Date
Dr. Moses Tucker, DHA President		8/21/26
Lawrence Turay Secretary		8-21-26
Jaka Yansaneh Treasurer		8/21/26

Adoption Date: August 21, 2026

Governance Structure: Non-membership nonprofit corporation; no voting members; governed by the Board of Trustees.

Governance note: These bylaws are designed as a practical governance document for SEAD and should be reviewed by qualified New Jersey nonprofit counsel or a tax professional if SEAD undertakes complex transactions, substantial lobbying, international grantmaking, related-party arrangements, or other specialized activities.