

BYLAWS

SOCIAL SERVICES PURCHASING ALLIANCE, INC.

ARTICLE I NAME AND ACTIVITIES

Section 1. The name of the Corporation shall be known as Social Services Purchasing Alliance, Inc. (hereafter the "Corporation").

Section 2. Activities and Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be the purposes and activities enumerated in its Certificate of Incorporation, as amended from time to time.

At all times the Corporation shall be organized and operated as a supporting organization as defined in the Internal Revenue Code, Section 509 (a), and shall be controlled by and supportive of community providers who contract with the state of New Jersey to provide social services.

Other activities of for this Corporation shall include:

(a) to define, establish and preserve the identity and the common interests of social services providers in New Jersey;

(b) to support the members by promoting efficient and cost effective business operations.

(c) to coordinate and disseminate to members information relative to the activities in which members are engaged;

ARTICLE II OFFICES AND REGISTERED AGENT

Section 1. Registered Office. The address of the registered office of the Corporation in New Jersey shall be as registered with the State of New Jersey, Department of Treasury, and shall be at such location(s) as the Board of Trustees (the "Board") may from time to time determine.

Section 2. Other Offices. The Corporation shall also have offices at such other places within or outside the State of New Jersey as the Board may from time to time appoint and the business of the Corporation may require.

Section 3. Registered Agent. The agent of the Corporation registered with the State of New Jersey shall have a business address identical with the registered office of the Corporation.

ARTICLE III MEMBERS

Eligibility for membership in the Corporation shall be limited to nonprofit corporations that are tax-exempt organizations providing social services under contract or subcontract with the state of New Jersey to provide social services and tax-exempt statewide membership associations whose members are nonprofit, tax-exempt social service organizations. (Collectively the Members of the Corporation shall be referred to herein as "Member organizations.")

Section 1. Notice to Member Organizations. Any provision of the New Jersey Nonprofit Corporation Act, as amended (the "Act"), or any other provision of law requiring notice to, the presence of, or the vote, consent, or other action, by members of a corporation, shall be satisfied by notice to, or the vote, consent or other action by the Board of Trustees of a Member organization.

Section 2. Qualification of Member Organizations. The Corporation shall maintain a complete list of Member organizations and provisional Member organizations. The record date of fixing the list of Member organizations and provisional member organizations of the Corporation shall be January first of each calendar year. Member organizations shall be of three general types: (a) Contracted provider; (b) Subcontractor provider (c) Association.

Definitions:

Contracted Provider Members: Nonprofit, tax-exempt organizations that provide social services under contract with the State of New Jersey.

Subcontractor Members: Any nonprofit tax-exempt organization that provides social services under a formal agreement with another nonprofit tax-exempt social service organization that has a contract with the State of New Jersey to provide social services.

Association Members: Those nonprofit, tax-exempt membership organizations that represent and are comprised of members that are nonprofit, tax-exempt community providers of social services in the State of New Jersey.

Section 3. Privileges. The privileges of membership in this Corporation include the right to participate in and be represented by the Corporation's activities, including group purchasing; and to publicize such membership, including the use of the Corporation's name/logo, with the approval of the Board of Trustees of the Corporation, and any such other privileges as the Board of Trustees shall determine from time to time.

Section 4. Voting. Member organizations are entitled to vote for the election of trustees, amendments and changes to the Articles of Incorporation, these bylaws and any other matters that the Board of Trustees determine shall be put before the members. Each Member organization shall have one vote. Voting shall be accomplished by corporate resolution of the Member organization or any other voting procedure that is permitted by law.

Section 5. Members' Obligations. Members are obligated to comply with the Bylaws of the Corporation, and other operating policies that pertain to Member organizations, including the payment of such dues as are established by the Trustees of the Corporation from time to time, and to meet any other financial obligations incurred on the Member organization's behalf in connection with group purchasing and other such activities.

Section 6. Denial of Membership: Denial of membership shall comply with N.J.S.A. Section 17B:27A-25.5, or the corresponding section of any subsequent state law, and shall include but not be limited to (i) the performance of any act or practice that constitutes fraud or intentional misrepresentation of material fact; (ii) previous denial of membership; (iii) previous expulsion as a Member organization; (iv) failure at the time of application for membership of the organization to be a party to a contract with the State of New Jersey, Department of Human Service; (v) the loss of the organization's tax-exempt status, or the failure of the organization to provide proof of current tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 7. Withdrawal Of Member Organizations. Withdrawal of Member organizations shall comply with N.J.S.A. Section 17B:27A-25.5, or the corresponding section of any subsequent state law, and shall be accomplished through written notice by the Member organization's authorized representative to the Corporation, setting forth the date upon which withdrawal is requested, no sooner than sixty (60) days from the date of the notice, or by any other procedures that the Trustees shall determine from time to time.

Section 8. Expulsion of Member Organizations. Expulsion of Member organizations shall comply with N.J.S.A. Section 17B:27A-25.5, or the corresponding section of any subsequent state law, and shall include but not be limited to (i) failure to pay membership dues or other fees required of Member organizations; (ii) failure to pay any financial obligation incurred on the Member organization's behalf in connection with group purchasing and other such activities; (iii) performance of an act or practice that constitutes fraud or intentional misrepresentation of material fact; (iv) failure of the Member organization to be a party to a contract with the State of New Jersey, it will be placed on provisional status for a period of one year, or until reinstatement as a Member organization once a contract with the State of New Jersey, is restored; (v) the loss of the organization's tax-exempt status in accordance with Section 501c(3) of the Internal Revenue Code.

Section 9. Provisional Membership. A Member organization that ceases to be a party to a contract with the State of New Jersey, for any reason, will immediately be placed on provisional membership status for a period of one year dating from the date that the Member organization's contract with the State of New Jersey expired or was terminated. Provisional members are not entitled to vote. Should the provisional member's contract with the State of New Jersey, be renewed, restored or otherwise re-activated within a period of one year, the provisional member's status to Member organization shall be restored.

Section 10. Meetings of Member Organizations. Member organizations shall attend and vote on any matters brought before the Members at an Annual Meeting, either in person (represented by an authorized representative of the Member) or written proxy in the form of a corporate resolution, or by unanimous written consent or any other procedure permitted by law. The date and time of the Annual Meeting shall be as determined by the Board of Trustees from time to time. The quorum for the Annual Meeting is eight (8) Members entitled to vote. Notice of the Annual Meeting shall be provided to every Member organization in writing at the Member organization's address of record with the Corporation, no less than ten (10) or more than sixty (60) days before the date of the meeting. Notice of a meeting need not be given to any Member organization who provides written waiver of notice or who attends a meeting without previously objecting on the basis of not having received appropriate notice.

Section 11. Special Meetings of Member Organizations. A Special Meeting of Member organizations may be called by the President of the Board or by any other officer, trustee or by any ten (10) Member organizations entitled to vote.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Powers. All powers of the Corporation shall be exercised by or under the authority of the Board of Trustees and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees (the "Board"). The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to

restrictions imposed by the Certificate of Incorporation, these Bylaws, and Section 509 (a) 3 of the Internal Revenue Code, or any corresponding section of subsequent federal law.

Section 2. Composition, Qualifications and Tenure. The Board shall consist of no less than 3 and no more than such number of Trustees as is fixed by a vote of the Trustees from time to time. Trustees must be eighteen (18) years of age and do not have to be residents of New Jersey. Trustees shall be employees of, or board members of, Member organizations. No person shall serve as a Trustee or Officer who has a prior record of administrative, civil, or criminal violations within the financial services industry. The Trustees shall be divided into three classes of approximately equal size, who shall serve for a term of three years. Elections of Trustees shall be held each year at the Annual Meeting of the Members, referred to as the "Annual Meeting". Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor. Trustees may serve an unlimited number of terms. Trustees shall serve without compensation, except for reimbursement for actual reasonable and necessary expenses.

Section 3: Election of Trustees. The Association Members shall serve as the nominating committee, and shall propose a slate of trustees who shall be elected at the Annual Meeting of the Corporation, or another meeting called for that purpose.

Section 4. Resignation and Removal. A Trustee may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date as is stated in such resignation. A Trustee may be removed for cause by vote of a two-thirds majority of the Board at a duly held meeting with a quorum present.

Section 5. Meetings and Notice of Meetings. Regular meetings of the Board may be held at the registered office of the Corporation or at such other place or places as the Board may from time to time determine. Notice of meetings shall be by written notice by electronic mail, regular mail, or facsimile machine, at least ten (10) days prior to the meeting and shall identify the agenda for the meeting. The Annual Meeting shall be held at such time and place as the Board shall designate by written notice by electronic mail, regular mail, or facsimile, no less than ten (10) days prior to the meeting. In addition to the Annual Meeting, there shall be at least four regular meetings of the Board. A Trustee may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating Trustees to simultaneously hear one another and such participation shall constitute presence in person.

Section 6. Special Meetings. Special meetings of the Board may be called by the President of the Corporation, or on the written request of four (4) Trustees, at any time. Such meetings shall be held at such time and place as those calling the meeting may designate.

Section 7. Notice of Special Meetings. Notice of all special meetings of the Board shall be given to each Trustee by personal delivery, mail, overnight mail, or by electronic mail. All notices shall be given at least three (3) days prior to the meeting.

Section 8. Waiver of Notice. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each trustee attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 9. Quorum and Voting. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the number of Trustees on the Board. Unless otherwise provided in the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board. As set forth below, any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing thereto.

Section 10. Vacancies. Any vacancy on the Board, including, but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill any vacancy shall hold office for the unexpired term of her predecessor or a term, as determined by the Board, if the vacancy was created by the enlargement of the Board.

Section 11. Compensation. No Trustee shall receive compensation for services rendered to the Corporation in the capacity of a trustee, but Trustees, at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, the Corporation's Conflicts of Interest Policy. Notwithstanding the foregoing, the Corporation shall neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

Section 12. Written Consent. If all the Trustees unanimously consent in writing to any action taken or to be taken by the Corporation, the action shall be as valid as of the date the last trustee has signed the consent, as though it had been authorized at a meeting of the Board.

Section 13. Loans. No Loans shall be made by the Corporation to any Trustee.

ARTICLE V COMMITTEES

The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more Trustees to constitute a committee of the board, with such powers and duties as the Board may prescribe.

Special task forces or advisory committees may be appointed by the President or Chairperson of the Board with the consent of the Board, and shall have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not Trustees, however, their service is advisory only, and only Trustees have a vote with respect to an action of a Committee.

ARTICLE VI OFFICERS

Section I. Titles and Election. The Trustees shall elect from among the Trustees, by a majority vote at a meeting at which a quorum is present, a President who shall also serve as Chairperson of the Board, a Vice-President, a Treasurer and a Secretary and any other officers as determined by the Board from time to time. The term of the officers shall be three years and each shall serve until a successor is duly elected and qualified. Successive terms

are permitted. The duties of the officers shall be such as are imposed by these Bylaws and as prescribed by the Board from time to time.

Section 2. President. The President shall serve as the chief voluntary officer of the Corporation and have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. The President shall preside at board meetings, and shall call the Annual Meeting and such other meetings of the Board, and see that all resolutions of the Board are carried into effect. The President shall perform other duties as may be assigned to him by the Board from time to time or specifically required to be performed by law or these Bylaws.

Section 3. Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him by the Board or the President. In the absence or disability of the Chair, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall oversee the disbursement of funds of the Corporation and shall from time to time, or upon request from the Board, account for all the transactions undertaken as Treasurer, and of the financial condition of the Corporation.

Section 5. Secretary. The Secretary shall cause notices of all meetings of the Board (except for notices of special meetings of the Board which are called by the requisite number of Trustees) to be sent; shall cause minutes to be kept of all such meetings; shall have responsibility for general supervision of charge of the corporate books of the Corporation; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board.

Section 6. Delegation. If any officer of the Corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any Trustee it may select.

Section 7. Resignation and Removal. An officer may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt or upon such date as is stated in such resignation. The Board may remove any officer with or without cause, by a two-thirds majority of the entire board.

Section 8. Vacancies. Vacancies in any office, arising from any cause, may be filled by the Board at any regular or special meeting of the Board.

ARTICLE VII AGENTS

The Board may appoint such agents, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine from time to time.

ARTICLE VIII CONFLICTS OF INTEREST

It is recognized that occasions may arise when a Trustee or an Officer of the Corporation has a financial interest or has a familial relationship with a person who has a financial interest in a contract or transaction involving the Corporation. In such cases it is the policy of the Corporation and of its Board that:

(a) Any material facts as to such financial interest shall be disclosed by such interested Trustee or Officer to the members of the Board or committee.

(b) The Trustee or Officer having such financial interest in any matter shall not vote or use any personal influence with regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such interested Trustee or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or officer abstained from voting. At the Board's discretion, the interested Trustee(s) or Officer(s) shall leave the room during discussion and voting on the matter(s) subject to the conflict of interest.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in said Section 15A:3-4), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4) and in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation, its Trustees, Officers and employees and volunteers, whether or not they may be indemnified pursuant to Section 1 above.

ARTICLE X AMENDMENTS

The Members shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by majority vote at a meeting at which a quorum of eight Members (8) are present.

ARTICLE XI GENERAL PROVISIONS

Section 1. Construction. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit Corporations by the Act. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto unless specifically excepted. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board and Committees; and shall keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax-exemption, with all correspondence to and from the IRS in connection with the application, and a copy of the annual reports of the corporation filed with the IRS for the previous three years. Such records must be disclosed to the public upon request in accordance with IRS public disclosure requirements.

Section 3. Checks, Bank Accounts and Investments. The monies and other assets of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution(s) or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or money transfer with proper signatory authority, as shall be determined by resolution of the Board. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other sureties, as the Board may from time to time authorize.

Section 4. Fiscal Year. The fiscal year for the Corporation shall be from January 1 – December 31st.

These bylaws were adopted by resolution of the Board of Trustees of the Corporation on
May 19, 2008.

Barbara Price, Secretary of the Corporation
