

Amended and Restated Bylaws of the Robert Wood Johnson Foundation

Adopted July 26, 2007 / Amended January 21, 2009



Robert Wood Johnson Foundation

ARTICLE I. PRINCIPAL OFFICE

1. The principal office of the Foundation shall be The Forrestal Center, Route 1, Plainsboro Township, County of Middlesex, in the state of New Jersey (Post Office Box 2316, Princeton, New Jersey 08543-2316) or such other place within the state of New Jersey as the Trustees shall determine.
2. The Foundation may have such other office or offices at such suitable place or places within or without the state of New Jersey, as may be designated from time to time by the Board of Trustees.

ARTICLE II. BOARD OF TRUSTEES

1. NUMBER OF TRUSTEES AND ELIGIBILITY FOR ELECTION. The number of Trustees of the Foundation shall be designated from time to time by resolution of the Board of Trustees and shall consist of no fewer than seven (7) nor more than eighteen (18) Trustees. Subject to Section 2 below, any person who is at least twenty-one (21) years of age shall be eligible for election to the Board of Trustees.
2. TERM OF OFFICE; TERM LIMITS.
 - a. THE TRUSTEES. The members of the Board of Trustees, other than the chairman and the president and chief executive officer, shall be divided into two groups, as nearly equal numerically as may be. At each annual meeting of the Board of Trustees or at any adjournment thereof, the members of one group shall be elected (or re-elected) as Trustees to serve a two-year term and, unless the remaining Trustees shall have determined not to name a successor, until their successors shall have qualified and been elected. Such election shall be by the affirmative vote of not less than two-thirds of the Trustees. Trustees serving on the date these amended and restated Bylaws are approved by the Board of Trustees shall be assigned to a group and shall be subject to such limitations on re-election as the Board of Trustees may approve by affirmative vote of two-thirds of the Trustees. Except as the Trustees may approve in accordance with the preceding sentence, no person (other than the president and the chairman) shall be eligible for election if as a consequence thereof such person would have served as a Trustee more than five full terms (whether or not consecutive). Non-voting members of the Board of Trustees or any committee of the Board of Trustees shall not be considered to be Trustees or members of such committee, respectively, for purposes of the New Jersey Non-Profit Corporation Act (as amended from time to time, the "Act").
 - b. THE CHAIRMAN AND THE CHAIRMAN-ELECT. At any annual or special meeting of the Board of Trustees, the Trustees may elect a chairman to serve a term expiring at the second succeeding annual meeting of the Board of Trustees held after such election and until the election and qualification of his or her successor. The chairman shall be eligible to serve up to four two-year terms as chairman. At the annual meeting of the Board of Trustees immediately preceding the last year of the chairman's last term, the Board of Trustees may elect a chairman-elect to serve a term of one year. Tenure as chairman shall not count against the maximum number of years that an individual may serve as a Trustee,

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as set forth in subsection (a), above, nor shall a chairman's prior service as a Trustee diminish the maximum number of years of eligibility to serve as chairman.

- c. **THE PRESIDENT AND CHIEF EXECUTIVE OFFICER.** The president and chief executive officer shall be elected to a one-year term as a Trustee expiring at the next succeeding annual meeting of the Board of Trustees held after that election and until the election and qualification of his or her successor.
3. **GENERAL POWERS.** The business, property and affairs of the Foundation shall be managed by or under the direction of the Board of Trustees. In the management and control of the business, property and affairs of the Foundation, the Board of Trustees is hereby vested with all powers possessed by the Foundation itself insofar as this delegation of authority is not inconsistent with or contrary to the laws of the state of New Jersey, the Foundation's Certificate of Incorporation or these Bylaws.
4. **SPECIFIC POWERS.**
 - a. **POWER TO ELECT OFFICERS.** The Board of Trustees shall elect all officers of the Foundation.
 - b. **APPOINTMENT OF COMMITTEES.** The Board of Trustees may appoint from time to time the chairman and members of one or more committees, each committee to have such name or names and to have such powers and duties as may be determined from time to time by the Board of Trustees. The Board of Trustees may also appoint persons who are not Trustees to regularly attend and participate in meetings of any committee of the Board of Trustees other than the Audit Committee. All committees shall keep records of all actions taken and shall report to the Board of Trustees when and as required by the Board of Trustees. The Board of Trustees shall have the power to fill vacancies in, to change the membership of or to dissolve any committee.
 - c. **VACANCIES.** Individuals may be elected to serve as Trustees to fill vacancies, however caused, or to fill newly created Trusteeships resulting from an increase in the authorized number of Trustees, by the affirmative vote of two-thirds of the Trustees (even though less than quorum). A Trustee (other than the chairman) so elected shall hold office until the next succeeding annual meeting of the Board of Trustees and, unless the remaining Trustees shall have determined not to name a successor, until the election and qualification of his or her successor. A term of less than one full year held by a Trustee elected to serve out the unexpired term of a vacating Trustee shall be disregarded in calculating the term limits set forth in subsection 2(a) above.
5. **RESIGNATION OR REMOVAL OF TRUSTEES.** A Trustee may resign at any time by giving written notice to the secretary of the Foundation. Such resignation shall take effect upon its receipt by the secretary of the Foundation, unless a later date is provided therein. Any Trustee may be removed with or without cause by a vote not less than of two-thirds of the remaining Trustees at any meeting of the Board of Trustees.

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ARTICLE III. MEETINGS OF THE BOARD OF TRUSTEES

1. **ANNUAL MEETING.** A meeting of the Board of Trustees of the Foundation shall be held annually on the fourth Thursday of January of each year at one o'clock in the afternoon, or such other date and time as the Trustees may designate, for the purpose of electing Trustees and officers and transacting all other business properly brought before it. Such meeting duly convened may be adjourned from time to time without notice.
2. **REGULAR MEETINGS.** Regular meetings of the Board of Trustees or any Board committee shall be held at such times and places as may be designated from time to time by the Board of Trustees or the committee, as applicable. Notice of individual regular meetings need not be given provided that notice of the times and dates for all regular meetings has been provided to the Trustees or committee, as applicable. If the date fixed for any regular meeting is a legal holiday under the laws of the state where such meeting is to be held, then the meeting shall be held on the next business day in such state, or at such other time as may be determined by the Board of Trustees or such committee, as applicable. At regular meetings, the Board of Trustees or committee may transact such business as may be brought before the meeting.
3. **SPECIAL MEETINGS.** Special meetings of the Board of Trustees may be held at any time and place upon call of the chairman of the Board of Trustees, by the president and chief executive officer, by the secretary or by a majority of the Board of Trustees.
4. **NOTICE.** At least ten (10) days prior to the date designated for the holding of the annual meeting of the Board of Trustees and at least four (4) days prior to the date designated for the holding of any special meeting of the Board of Trustees, notice of the time, date, place and purpose of such meeting shall be served by mail, electronic mail, telefacsimile, telegram or telephone upon each Trustee. Special meetings of any committee of the Board shall be held on at least four (4) days' notice, upon call of the chairman of the Board of Trustees, the president and chief executive officer, or the chairman of such committee.
5. **WAIVER OF NOTICE.** Notice of the time, date, place and purpose of any meeting of the Trustees of the Foundation, or of any committee of the Board of Trustees, may be waived, before or after any meeting, by instrument in writing, or by electronic mail, telefacsimile, telegram or telephone.
6. **QUORUM.** At any meeting of the Board of Trustees or at any meeting of a committee of the Board of Trustees, a majority of the voting Trustees of the Board or of such committee, respectively, shall constitute a quorum for all purposes, and a majority of the vote of the Trustees present at a meeting at which a quorum is present shall be sufficient to pass any measure in such meeting, except as otherwise provided in these Bylaws or required by the laws of the state of New Jersey or the Foundation's Certificate of Incorporation.
7. **PARTICIPATION IN MEETINGS.** Any or all Trustees may participate in a meeting of the Board of Trustees, or a committee of the Board of Trustees, by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other.
8. **ACTION BY CONSENT.** Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by all of

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ARTICLE IV. OFFICERS

1. **ENUMERATION OF OFFICERS.** The officers of the Foundation shall be a chairman of the Board of Trustees, a chairman-elect, a president and chief executive officer, a chief of staff, one or more executive vice presidents, a general counsel, a secretary, one or more assistant secretaries, a treasurer, one or more assistant treasurers, and such other officers as from time to time shall be designated and elected by the Board of Trustees.
2. **ELECTION AND REMOVAL OF OFFICERS.** All officers of the Foundation, other than the chairman, shall be elected at the annual meeting of the Board of Trustees and shall hold office for one (1) year and until their respective successors shall have been duly elected and qualified. Any officer of the Foundation shall be subject to removal at any time, with or without cause, by a vote of not less than two-thirds of the Trustees [excluding for these purposes any Trustee(s) who are the subject(s) of such vote]; provided that unless otherwise determined by the Board of Trustees in a separate vote taken pursuant to Section II.5 of these Bylaws, such person will not also be removed as a Trustee solely by reason of such vote. At its discretion, the Board of Trustees may leave unfilled, for such period as it may deem proper, any offices except those of president and chief executive officer, secretary and treasurer. If a vacancy occurs in the office of the chairman for any reason, such vacancy may be filled by the chairman-elect or another person selected by the Board of Trustees to serve out the remainder of the term.
3. **ELIGIBILITY OF OFFICERS.** The chairman of the Board, the chairman-elect, and the president and chief executive officer shall be Trustees of the Board of Trustees. No other person need be a Trustee in order to qualify for office. The same person may hold, at the same time, one or more offices, except as proscribed by law.
4. **DUTIES OF OFFICERS.**
 - a. **CHAIRMAN AND CHAIRMAN-ELECT OF THE BOARD OF TRUSTEES.** The chairman shall be a nonexecutive officer of the Foundation. The chairman shall preside at all meetings of the Board of Trustees and shall be entitled to receive notice of and to attend all meetings of all committees of the Board and also shall be entitled to receive notice of any action taken by any committee by written consent. If the chairman attends any meeting of any committee (in person or as otherwise permitted by these Bylaws), he or she shall be considered to be a full voting member of such committee for the duration of such meeting (and any adjournment thereof at which he or she also is present). The responsibility for ensuring that all Trustees are fully and promptly informed of policy matters that require decisions on their part and that such matters are dealt with by the Board or by the committees in an appropriate manner shall rest with the chairman. The chairman shall lead the Board in its oversight of the Foundation and perform such other duties as the Board of Trustees shall designate from time to time. The chairman-elect shall perform such duties and have such powers as the Board of Trustees shall designate from time to time.
 - b. **PRESIDENT AND CHIEF EXECUTIVE OFFICER.** The president and chief executive officer shall be the chief executive officer of the Foundation and shall have general and active

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- management of the overall business and operations of the Foundation and shall see that all decisions and resolutions of the Board are carried into effect. The president and chief executive officer shall not be a member of the Audit or the Executive Compensation committees, but shall be a non-voting member of all other committees of the Board. In addition, the president and chief executive officer shall possess, and may exercise, such power and authority, and shall perform such other duties, as the Board of Trustees shall designate from time to time, or as are incident to the offices of president and chief executive officer of a corporation.
- c. CHIEF OF STAFF/EXECUTIVE VICE PRESIDENT. The chief of staff and, in the absence or disability of the chief of staff, any executive vice president of the Foundation shall perform the duties and have the powers of the president and chief executive officer during the absence or disability of the president and chief executive officer, and shall perform such other duties and have such other powers as the Board of Trustees or the president and chief executive officer shall designate from time to time.
 - d. GENERAL COUNSEL. The general counsel shall be responsible for the management of all of the legal affairs of the Foundation, ensuring that the Foundation's strategies, policies and programs are developed and applied with due recognition of applicable legal implications and risks, and that the Foundation's legal records are properly compiled and maintained. The general counsel shall perform such other duties as the Board of Trustees shall designate from time to time or as are incident to the office of general counsel of a corporation.
 - e. SECRETARY. The secretary shall keep and preserve in books of the Foundation true minutes of the proceedings of all meetings of the Trustees, and of the Board of Trustees. The secretary shall have the custody of all valuable papers and documents of the Foundation and shall have custody of the seal of the Foundation with the authority to affix the same to all instruments where its use is required. The secretary shall give all notices required by statute, by the Certificate of Incorporation or by these Bylaws. The secretary shall also perform such other duties as the Board of Trustees shall designate from time to time or as are incident to the office of secretary of a corporation.
 - f. ASSISTANT SECRETARY. An assistant secretary shall perform the duties and have the powers of the secretary during the absence or disability of the secretary and shall perform such other duties and have such other powers as the secretary shall designate from time to time.
 - g. TREASURER. The treasurer shall have the care and custody of the funds of the Foundation and shall have and exercise all powers and duties commonly incident to the office of treasurer of a corporation. The treasurer shall keep accurate books of accounts of the Foundation's financial transactions, which books shall be the property of the Foundation. The treasurer shall have such other duties as the Board of Trustees may designate from time to time or as are incident to the office of treasurer of a corporation.
 - h. ASSISTANT TREASURER. An assistant treasurer shall perform the duties and have the powers of the treasurer during the absence or disability of the treasurer, and shall perform

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such other duties and have such other powers as the treasurer shall designate from time to time.

- i. OTHER. The Board of Trustees may designate other persons with titles (including, without limitation, as “vice presidents”), who shall perform such duties and have such powers as the Board of Trustees shall designate from time to time, but such persons shall not be, and shall not be deemed to be, officers of the Foundation for purposes of the Act unless they are specifically designated by the Board of Trustees as “corporate officers.”
5. DELEGATION OF POWERS. In case of absence of any officers of the Foundation or for any other reason that may seem sufficient to the Board of Trustees, the Board of Trustees may delegate the powers and duties of any such officer for the time being to any other officer or to any Trustee.

ARTICLE V. INDEMNIFICATION AND INSURANCE

1. RIGHT TO INDEMNIFICATION. Each Trustee and officer of the Foundation who has been or is made a party or is threatened to be made a party to or is involved in any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, or any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding (a “proceeding”), by reason of his or her being or having been a Trustee or officer of the Foundation or by reason of his or her being or having been a director, officer, trustee, employee or agent of any other foundation (domestic or foreign) or of any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise (whether or not for profit), serving as such at the request of the Foundation, or the legal representative of any such director, officer, trustee, employee or agent, shall be indemnified and held harmless by the Foundation to the fullest extent not prohibited by the law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights than permitted prior to such amendment), from and against any and all reasonable costs, disbursements and attorneys’ fees, and any and all amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties, incurred or suffered in connection with any such proceeding, and such indemnification shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, administrators and assigns. Except as provided in paragraph (2) hereof, the Foundation shall indemnify any such person seeking indemnification under this Article V in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was specifically authorized by the Board of Trustees. The payment of such expenses incurred by any person in connection with any proceeding for which indemnification may be available under this Article in advance of the final disposition of such proceeding may be made only upon receipt by the Foundation of an undertaking, by or on behalf of such person, to repay all amounts so advanced unless it shall ultimately be determined that such person is entitled to be indemnified under this section or otherwise. The Foundation may, by action of its Board of Directors, provide for indemnification and advancement of expenses to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of Trustees and officers.

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2. **RIGHT OF CLAIMANT TO BRING SUIT.** If a claim under paragraph (1) of this section is not paid in full by the Foundation within thirty (30) days after a written request has been received by the Foundation, the claimant may at any time thereafter apply to a court for an award of indemnification by the Foundation for the unpaid amount of the claim and, if successful on the merits or otherwise in connection with any proceeding, or in the defense of any claim, issue or matter therein, the claimant shall be entitled also to be paid by the Foundation any and all expenses incurred or suffered in connection with such proceeding. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses incurred in connection with any proceeding where the required undertaking, if any, has been tendered to the Foundation), that the claimant has not met the standard of conduct which makes it permissible under law for the Foundation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Foundation. Neither the failure of the Foundation (including its Board of Trustees or independent legal counsel) to have made a determination prior to the commencement of such proceeding that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the law, nor an actual determination by the corporation (including its Board of Trustees or independent legal counsel) that the claimant has not met such applicable standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
3. **NON-EXCLUSIVITY OF RIGHTS.** The right to indemnification and advancement of expenses provided by or granted pursuant to this Article V shall not exclude or be exclusive of any other rights to which any person may be entitled under a certificate of incorporation, bylaw, agreement, resolution of the Board of Trustees or otherwise, provided that no indemnification shall be made to or on behalf of such person if a judgment or other final adjudication adverse to such person establishes that such person has not met the applicable standard of conduct required to be met under applicable law.
4. **INSURANCE.** The Foundation may purchase and maintain insurance on behalf of any trustee, director, officer, employee or agent of the Foundation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expenses incurred in any proceeding and any liabilities asserted against him or her by reason of such person being or having been such a trustee, director, officer, employee or agent, whether or not the Foundation would have the power to indemnify such person against such expenses and liabilities under the provisions of this Article V or otherwise.
5. The Board of Trustees may, in its discretion, grant to any other person serving as a non-voting member of a committee designated by the Board of Trustees all of the rights, protections and privileges granted to Trustees and officers under this Article V.

ARTICLE VI. SEAL

The seal of the Foundation shall consist of a circular seal with the name of the Foundation around the border and the year of incorporation in the center.

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ARTICLE VII. EXECUTION OF INSTRUMENTS

1. CHECKS AND DRAFTS. All checks, drafts and order for payment of monies shall be signed in the name of the Foundation, and on its behalf, by such officers, employees or other agents as the Board of Trustees or the president and chief executive officer may designate from time to time.
2. CONTRACTS AND CONVEYANCES. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Trustees without specification as to the executing officer, the chairman of the Board, the president and chief executive officer, the treasurer or any other officer or employee of the Foundation designated in writing by the president and chief executive officer, may execute the same in the name and on behalf of the Foundation, and the secretary or an assistant secretary may affix the seal of the Foundation thereto.
3. IN GENERAL. The Board of Trustees shall have power to designate officers and agents who shall have authority to execute any instrument in behalf of the Foundation.

ARTICLE VIII. FISCAL YEAR

The calendar year shall be the fiscal year of the Foundation.

ARTICLE IX. CONSTRUCTION OF BYLAWS

In respect to all questions of construction of Bylaws, the decision of the Board of Trustees shall be final and conclusive.

ARTICLE X. DISSOLUTION

Upon the dissolution of the Foundation and after payment of all debts of the Foundation, the remaining assets of the Foundation shall be distributed to such religious, charitable, scientific, literary or educational organization or organizations as will, in the opinion of the Trustees of the Foundation, most effectively carry out the purposes of the Foundation, and which are then organizations exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as organizations described in Section 501(c)(3) of said Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI. AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, changed, added to or repealed at any annual, regular or special meeting of the Trustees if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of such meeting. Amendments may be adopted by majority vote of the Trustees present at any meeting called for such purpose.

Notwithstanding the preceding sentence, sections 2(a), 4(c) and 5 of Article II, Section 2 of Article IV and this Article XI may be amended or repealed or a new bylaw adopted that is inconsistent with any of those sections by vote of the Trustees only if the amendment, repeal or adoption of a new bylaw is approved by not less than two-thirds of the Trustees.