

By-Laws

Citizens United to Protect the Maurice River and Its Tributaries, Inc.

[Draft Version for Members' Review Dated October 16, 2008]

Amended and Restated

November 12, 2008

Table of Contents

Article 1:Introduction.....	1
Article 2:Board of Trustees	1
Article 3:Meetings of the Board	3
Article 4:Committees of the Board – General.....	4
Article 5:Standing Committees of the Board.....	6
Article 6:Ad-Hoc Committees of the Board	8
Article 7:Officers	8
Article 8:Employees.....	11
Article 9:Members	11
Article 10:Meetings and Actions of Members	12
Article 11:Annual Organizational Meeting	14
Article 12:General Matters	14
Article 13:Indemnification	17
Article 14:Administration of By-Laws	20

Article I

Introduction

Section 1. Mission

- a. Citizens United to Protect the Maurice River and Its Tributaries, Inc. ("CU" or the "Corporation") is dedicated to protecting the watershed of the Maurice River and the region known as Down Jersey, thereby enabling current and future generations to enjoy the environmental, recreational, cultural and scenic resources of this Wild & Scenic global treasure.
- b. CU empowers individuals, corporations and neighboring communities to promote the region's enduring well-being and quality of life. CU invites participation and fosters responsible stewardship. CU supports education, awareness, and informed decision-making utilizing field work, research, and advocacy.

Section 2. Non-profit Purposes; Internal Revenue Code

- a. Trustees and Members of CU (as hereinafter defined) shall not be permitted to realize direct benefit from the earnings of the Corporation.
- b. CU shall limit its activities to those that shall be permitted in accordance with provisions of Section 501(c) (3) of the Internal Revenue Code, as amended, except as otherwise allowed by Section 501 (h) thereof.

Article 2

Board of Trustees

Section 1. Duties of the Board

- a. The Board of Trustees (the "Board") is responsible for the governance and oversight of activities of the Corporation. The duties of the Board shall include, but not be limited to: appointing and removing Officers (as hereinafter defined) and employees; conducting its business through regular and special meetings of the Board; developing and maintaining a mission statement and strategic plan; evaluating activities and programs; and, providing financial oversight.

Section 2. Qualification

- a. Individuals serving as Trustees of the Corporation must be at least eighteen (18) years of age.
- b. Each Trustee must be a Delegate Member (as hereinafter defined) of the Corporation in order to be elected and in order to continue service as a Trustee.

Section 3. Size of Board

- a. Commencing with the Annual Meeting to be held in November, 2008, the Board shall consist of no less than eleven (11) nor more than fifteen (15) elected voting Trustees and any number of non-voting Emeritus Trustees.
- b. The number of Trustees shall be determined from time to time by a vote of the majority of the Board; provided, however, that no decrease in number shall have the effect of shortening the term of any incumbent Trustee.

Section 4. Classification and Term of Service of Trustees

- a. Commencing with the Annual Meeting to be held in November 2008, at least four (4) voting Trustees will be elected to serve one-year terms; at least four (4) voting Trustees will be elected to serve two-year terms; and, at least three (3) voting Trustees will be elected to serve three-year terms. At each subsequent Annual Meeting, voting Trustees shall be elected to replace voting Trustees whose terms are expiring and shall serve a three-year term and until his or her successor is elected and qualified.
- b. Trustees may succeed themselves, and there shall be no limit to the number of terms, consecutive or otherwise, that can be served by any individual as a Trustee.

Section 5. Emeritus Directors

- a. The Board may from time-to-time elect by majority vote of the voting Trustees one or more persons to serve as Emeritus Trustees according to such criteria as the Board may from time-to-time establish. Emeritus Trustees may attend meetings of the Board, but may not vote or hold office. An Emeritus Trustee's term will be indefinite, but an Emeritus Trustee may be removed by a majority vote of the voting Trustees at any time for any reason.

Section 6. Resignation

- a. Any Trustee may resign at any time by delivering a written resignation to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 7. Removal

- a. One or more or all of the Trustees may be removed from the Board, without cause, by the affirmative vote of the majority of the votes cast by the Members entitled to vote for the election of Trustees.
- b. A Trustee may be removed from the Board, with cause, by a vote of two-thirds of the majority of Trustees (excluding the Trustee to be removed); provided, that such Trustee may be suspended, by a similar vote, pending a final determination that cause exists for removal.

Section 8. Vacancies

- a. Any vacancy on the Board may be filled by the Board until the next Annual Meeting and until a successor is elected and qualified, upon the election of a designated individual by a majority of the remaining Board members.

Article 3
Meetings of the Board

Section 1. Regular

- a. Unless otherwise established by the Board, regular meetings of the Board shall be held on the second Wednesday of odd-numbered months at 6:30 P.M. at a place agreed to by the Board. Notice of regular Board meetings shall not be required, provided that the place has been determined and made known to each Trustee in advance of the meeting date.
- b. Changes to the time, date and place of regular meetings of the Board shall be adopted at least seven (7) days in advance of such meetings.

Section 2. Special

- a. Special meetings of the Board shall be convened upon the request of the President or upon the request of at least two (2) members of the Board other than the President. Such special meetings shall be held upon not less than two (2) days' notice given personally or by telephone, or upon not less than four (4) days' written notice.

Section 3. Notices; Waiver of Notice

- a. Neither the business to be transacted at, nor the purpose of, any meeting is required to be specified in any notice.
- b. The attendance of any Trustee at a meeting without protesting the lack of notice prior to the conclusion of such meeting, shall constitute a waiver of notice by that Trustee.

Section 4. Forms of Participation

- a. Participation by a member of the Board in Regular or Special Meetings thereof can be in person or by telephone conference; provided that, for purposes of the telephone conference, all persons participating in the meeting can communicate with each other.

Section 5. Action without Meeting

- a. The Board may act without a meeting if, prior to or subsequent to such action, a majority of the authorized participants shall consent in writing to such action. Such written consent(s) shall be filed with the Minutes of the Corporation.

Section 6. Participation

- a. Unless otherwise determined by the Board, each of its meetings shall, in whole or in part, be open to Members.
- b. During the course of its meetings, the Board shall, to the extent practicable, afford opportunities for participation and input by Members on matters that shall come before it.

Article 4
Committees of the Board – General

Section 1. Establishment

- a. The Board may, by resolution adopted by a majority of the entire Board, appoint from the Trustees an Executive Committee and one or more other committees.
- b. Committees, other than the Executive Committee and the Nominating & Personnel Committee, may consist of one or more Members that are not Trustees, provided that each such other Committee:
 - i. shall consist of at least one Trustee; and,
 - ii. be chaired by a Trustee
- c. Subject to other provisions of these By-Laws, Committees other than the Executive Committee shall:
 - i. be advisory in nature;
 - ii. conduct its assigned duties in the manner(s) determined by the Committee chairman; and,
 - iii. report upon its work to the Board through the Committee chairman.

Section 2. Meetings

- a. Meetings of each Committee of the Board shall be called upon the request of the Chairman of the respective Committee or upon the request of the President, or upon the request of the Executive Director (in the absence of the President).

Section 3. Notices

- a. Notices of each Committee meeting shall be given personally or in writing at least four (4) days prior to the scheduled date of such meeting.

Section 4. Establishment and Authority

- a. To the extent provided in an ordaining resolution adopted by the Board, each Committee shall have and may exercise the Authority of the Board, except that no such committee shall:
 - i. make, alter, or repeal any By-Law of the Corporation;
 - ii. elect or appoint any Officer or Trustee, or remove any Officer or Trustee;
 - iii. submit to Members any action that requires Members' approval;
 - iv. make any grants or distributions of funds unless otherwise approved by the Board;
 - v. amend or repeal any resolution previously adopted by the Board.
- b. The Board, by resolution adopted by a majority of the entire Board, and subject to other requirements of these By-Laws, may:
 - i. fill any vacancy in any Committee;
 - ii. appoint one or more persons to serve as alternate members of any Committee, to act in the absence or disability of members of any such Committee with all the powers of such absent or disabled members of a Committee;
 - iii. abolish any such committee at its pleasure; or
 - iv. remove any members of such Committee at any time, with or without cause.
- c. Notwithstanding any provisions elsewhere in these By-Laws, the Board shall have the power to determine and to revise, from time to time, the assigned responsibilities and accountabilities of each Committee.

Section 5. Organization and Reporting

- a. Unless otherwise provided in the ordaining resolution, each Committee shall appoint from among its members a Chairman.
- b. Actions taken at a meeting of any Committee shall be reported to the Board at its next meeting following such Committee meeting, except that, when the meeting of the Board is held within two (2) days after the Committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such Committee meeting.

Section 6. Forms of Participation

- a. Participation by a member of the Board Committee can be in person or by telephone conference; provided that, for purposes of the telephone conference, all persons participating in the meeting can communicate with each other.

Article 5 **Standing Committees of the Board**

Section 1. Executive Committee

- a. The Executive Committee shall act on behalf of the Board with respect to the normal business of the Board, when the Board is not otherwise in session, and shall be accountable to the Board for its actions.
- b. Membership on the Executive Committee shall be determined by a majority vote of the Board, and shall comprise the President and two (2) other Trustees.
- c. The President will serve as chairman of the Executive Committee.
- d. Meetings of the Executive Committee can be convened without formal notice.
- e. Any and all business which may properly come before such Executive Committee may be conducted at such meetings.
- f. Notwithstanding the above, the Executive Committee cannot amend the Certificate or By-Laws, nor can appoint or remove Officers or change a previous Board decision. All such actions require full board approval.

Section 2. Nominating & Personnel Committee

- a. The Nominating & Personnel Committee shall be elected from among the members of the Board, and shall consist of no less than three (3) members. The President shall designate the Chairman of the Committee. With respect to the annual nomination and election of Trustees, the Nominating Committee shall consider the interest and prospective contributions to be made by the respective non-Board-member candidates, and shall further consider the work and contributions made by the respective current Board-member candidates.
- b. The Nominating & Personnel Committee shall also be responsible for the oversight of issues relating to the performance and compensation of individuals working on behalf of the Corporation. Such responsibilities shall include the development and periodic review of position descriptions; annual, or more frequent, review of performance; and, determination of appropriate compensation for the prospective period(s), as appropriate.
- c. The Nominating & Personnel Committee shall also be responsible for making recommendations to the Board with regard to the removal from office of Trustees and Officers, as well as the election of individuals to fill vacancies in the Trustee or Officer complement until the next regularly scheduled meeting held for such purpose.

- d. The Nominating & Personnel Committee shall also prepare recommendations for the Board with regard to the election of Officers of the Corporation, and with regard to succession planning for leadership of the Corporation.

Section 3. Other Standing Committees of the Board

- a. The Board may establish, upon a resolution adopted by a majority of the entire Board, such other standing committees as it deems necessary or desirable.
- b. Subject to Section 3.a., above, Committees of the Board may include the following with the general descriptions of accountabilities set forth with their respective names:
 - i. GOVERNMENT & COMMUNITY RELATIONS – The Committee shall manage relationships with other community organizations and interest groups, and shall propose positions of advocacy to be presented on behalf of the Corporation.
 - ii. EXPERIENTIAL LEARNING – The Committee shall organize and oversee those projects and initiatives that provide Members and the public with opportunities to learn, through experience, about features of the watershed and related environment.
 - iii. SPECIAL EVENTS – The Committee shall provide oversight for the coordination and management of events open to Members and the public that provide opportunities for promoting the watershed and related environment and/or fundraising.
 - iv. PLANNING & FINANCE – The Committee shall provide oversight of the financial administration and planning of the Corporation; arrangement of independent auditing of the books and records of the Corporation as required by law or directed by the Board.
 - v. RESEARCH & SCIENTIFIC PROJECTS – The Committee shall provide oversight and liaison services with retained or consulting experts in the conduct of studies relating to the watershed and related environment.
 - vi. MEMBERSHIP & MARKETING – The Committee shall provide oversight for initiatives associated with membership recruitment and retention, establishment of dues, public relations, advertising, corporate communications and relationships with media.

Article 6 **Ad-Hoc Committees of the Board**

Section 1. Creation and Authority

- a. The President shall, with the approval of a majority of the entire Board, appoint all Ad-Hoc Committees and the respective Committee Chairmen as deemed necessary to complement the work of the Board and other Committees in carrying out the purposes of the Corporation. Ad-Hoc Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President unless a different term is approved by the Board.
- b. It shall be the function of the Ad-Hoc Committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.
- c. Each Ad-Hoc Committee shall be discharged by the President when its work has been completed and its reports accepted or when, in the opinion expressed by a majority of the entire Board, it is deemed desirable to discontinue such committee.

Article 7 **Officers**

Section 1. General

- a. The Officers of the Corporation shall include, but not be limited to: a President, a Treasurer, a Secretary, a Recording Corresponding Secretary, and such other Officers as it shall deem necessary.
- b. The President must be a Trustee.
- c. Other Officers may, but need not, be Trustees.
- d. The designation of Emeritus Officer may be awarded, upon a resolution adopted by a majority of the Board, to individuals for commendable prior service as an Officer. The designation of any individual as an Emeritus Officer may be removed upon like vote by the Board.

Section 2. Qualification

- a. Individuals serving as Officers shall be at least 18 years of age.
- b. Individuals serving as Officers must be Delegate Members throughout the respective term of service.

- c. Any two (2) or more offices may be held by the same person but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged, or verified by two (2) or more Officers.

Section 3. Election

- a. Except for situations involving the filling of a vacant position, Officers shall be elected at the Annual Organizational Meeting.
- b. Any Officer shall hold office for the term for which that Officer is so elected and until a successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation.

Section 4. Duties and Authority

- a. The duties and authority of the Officers shall be specified by these By-Laws or as may be determined by the Board to the extent not inconsistent with these By-Laws.
 - i. The President shall be chief executive officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the members and at all meetings of the Board. All other Officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President may delegate from time to time to any other Officer, any or all of such duties and authority.
 - ii. The Executive Director, if any, shall have such duties and possess such authority as may be delegated to the Executive Director by the President. The Executive Director shall preside at meetings of the members when the President is absent.
 - iii. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall be responsible for collecting dues from Members, and for the preparation of periodic reports to the Executive Committee and the Board on the financial status of the Corporation. The Treasurer shall submit a yearly budget to the Board for its approval at its annual meeting. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board.
 - iv. Assistant Treasurers, if elected, shall have such duties and possess such authority as may be delegated to them by the Treasurer.

- v. The Secretary shall serve or cause to be served the notices of all meetings as prescribed in these By-Laws. The Secretary shall keep or cause to be kept the Minutes of all meetings of the Members and the Board. The Secretary shall maintain custody of such Minutes. The Secretary shall have charge of the seal of the Corporation and perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.
- vi. The Corresponding Secretary shall maintain the membership rolls for Delegate and General Members, which shall be updated from time to time as necessary. The Corresponding Secretary shall be responsible for correspondence with Members of the Corporation, subject to the approval of the President. The Corresponding Secretary shall maintain the records of donation receipts by Members and others. The Corresponding Secretary shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

Section 5. Removal or Resignation

- a. The Board may remove an individual from service as an Officer at any time, with or without cause, upon the resolution of a majority of the entire Board.
- b. An Officer may resign from office at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at a subsequent time as shall be specified in the notice of resignation.
- c. Upon removal or resignation of an Officer, that individual shall return to the Corporation any and all materials in the Officer's possession that are property of, or were developed for, the Corporation.

Section 6. Vacancies

- a. Vacancies in the complement of Officers may be filled by the Board until the next Annual Meeting of Members, upon the election by a majority of Board members of a designated individual.

Article 8

Employees

Section 1. General Provisions

- a. The Corporation may, from time to time, employ one or more individuals on either a full-time or part-time basis.
- b. The President shall be responsible for decisions regarding the commencement and termination of service by employees; provided, that such decisions shall have been made with the advice and consent of the Nominating and Personnel Committee.
- c. Terms and conditions relating to employment, including compensation and benefits, shall be determined by the President, subject to applicable provisions of these By-Laws, the Certificate and the Act.

Section 2. Associate Director

- a. An Associate Director, if hired by the Corporation, shall have those duties and responsibilities as shall be provided in a position description to be maintained by the President.
- b. Subject to the details of the position description referenced in Section 2.a., above, the Associate Director shall conduct activities in the normal course of business:
 - i. on behalf of the President, in the absence of both the President and the Executive Director; and,
 - ii. on behalf of the Executive Director, in the Executive Director's absence.

Article 9

Members

Section 1. Designation; Classes

- a. In each case, membership in the Corporation shall require approval of the Board and shall require such enrollment information and payment of dues as shall be determined by the Board from time to time. Membership shall be evidenced by the entry and listing of respective Member information in the official records of the Corporation.
- b. Unless another Officer is delegated by the Board to do so, the Corresponding Secretary shall be responsible for keeping official records of the Corporation with regard to the listing and classification of Members.
- c. Members shall be at least 18 years of age.

- d. There shall be two (2) classes of Members, i.e., Delegate Members and General Members. The classification of any Member as Delegate or General, as the case may be, shall be determined with respect to any Record Date (as provided elsewhere in these By-Laws) that is established.
- e. The amount(s) of dues payable by Members shall be determined from time to time in the discretion of the Board.
- f. From time to time, and as required in connection with other provisions of these By-Laws, the Board shall determine the status of each Member listed in the official records of the Corporation as a Delegate Member or a General Member; provided, that such determination shall be based upon the evaluation of such factors including (but not limited to): knowledge and active engagement in support of the mission of the Corporation; attendance at Board Meetings; active participation and support of events or programs sponsored by the Corporation; and, contribution to the financial support of the Corporation; and, provided further that any Member shall be afforded a reasonable opportunity to request reconsideration by the Board of the membership status of that particular Member. Each Delegate Member shall be entitled to vote on matters submitted to Members for approval.
- g. A General Member shall be a Member listed in the official records of the Corporation that has not been determined to be a Delegate Member in accordance with the provisions of these By-Laws. General Members shall not be entitled to vote on any matter.
- h. Any Member that has been classified as a General Member for a period of more than three (3) consecutive years may, at the discretion of the Board, be removed as a Member from the official records of the Corporation.

Article 10 **Meetings and Actions of Members**

Section 1. Annual Meeting

- a. The Annual Meeting of Members ("Annual Meeting") shall be held, for the purposes of electing Trustees and acting on such other business as may come before the meeting, on the second Wednesday of November of each year at 6:30 PM local time at a place to be specified by the Board in its written notice of said meeting.

Section 2. Special Meetings of Members

- a. The President, a majority of the Board, or at least 5% of the Delegate Members may call for a special meeting of the Members.

Section 3. Notices; Waiver of Notice

- a. At least ten (10) and not more than sixty (60) days' written notice of the Annual Meeting shall be provided to Members, specifying the date, time, place and purposes of the meeting.
- b. Notice of a meeting need not be given to any Member who signs a waiver of the notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting the lack of notice prior to the conclusion of such meeting, shall constitute a waiver of notice by that Member.

Section 4. Participation by Proxy

- a. Participation by a Member in any Meeting of Members can be in person or by proxy; provided that any proxy must be executed in writing by the Member or the Member's agent, or may be given by such party by telegram or cable or its equivalent.
- b. Unless it is coupled with an interest, a proxy shall be revocable at will.
- c. The presence at any meeting of any Member who has given a proxy shall not revoke the proxy unless the Member shall file written notice of revocation with the secretary of the meeting prior to the voting of the proxy.

Section 5. Action by Members without a Meeting

- a. No action required or permitted to be taken at a meeting of Members shall be taken without a meeting called for such purpose(s).

Section 6. Record Date

- a. In advance of a given meeting of Members, the Board shall fix a Record Date for such meeting, for purposes that shall include (but not be limited to) determining the Members entitled to:
 - i. notice of the given meeting of Members;
 - ii. vote at the given meeting of Members or any adjournment thereof; or,
 - iii. receive or enjoy any benefit or right.
- b. The Record Date shall be no less than ten (10) and no more than sixty (60) days before the date of the given meeting or of the corporate action to which the meeting relates.

Section 7. Voting by Members; Votes Required

- a. Except with respect to the election of Trustees, each Delegate Member shall be entitled to one vote on each matter submitted to a vote of Members.

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- b. Whenever any action, other than the election of Trustees, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast at a meeting of Members by the Delegate Members entitled to vote thereon.
- c. With respect to the election of Trustees, each Delegate Member shall have the right to cast one vote for as many persons as there are Trustees to be elected.
 - i. Elections need not be by ballot unless a Member demands election by ballot at the election and before the voting begins.
 - ii. Elections of Trustees may be conducted by mail.
 - iii. Trustees shall be elected by the plurality of votes cast at an election.

Section 8. Voting List

- a. Unless another Officer is delegated by the Board to do so, the Corresponding Secretary shall make and certify a complete list of the Members entitled to vote at a meeting of Members or any adjournment thereof.

Article 11
Annual Organizational Meeting

Section 1. Purposes

- a. An Annual Organizational Meeting of the Board shall immediately follow the Annual Meeting of Trustees and Members at the same place to elect Officers and to take such other action as shall come before the meeting.

Article 12
General Matters

Section 1. Offices/Place of Business

- a. Unless otherwise established by the Board in writing, the official place of business shall be designated as 22 Brittany Lane, Millville, NJ 08332.
- b. Unless otherwise established by the Board in writing, the official mailing address shall be P.O. Box 474 Millville, NJ 08332

Section 2. Standard of Care

- a. Trustees, Officers and members of any Committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions.

Section 3. Notices; Forms of Writing

- a. Notices of meetings, whether of the Board, the Committees of the Board, and the Members shall specify the time, place and purpose of such meetings.
- b. Any written notice to be provided pursuant to these By-Laws may be given personally or by traditional mail (postage prepaid), by facsimile or by e-mail.

Section 4. Quorum

- a. For purposes of meetings of Trustees, and meetings of Board Committees, a majority of the entire respective body shall constitute a quorum for the transaction of business.
- b. For purposes of meetings of Members, the presence of at least fifteen (15) Delegate Members shall constitute a quorum for the transaction of business.
- c. The act of the majority present at any such meeting at which a quorum is present shall be the act of such body, unless the act of a greater number is required by the Act, the Certificate or these By-Laws.

Section 5. Parliamentary Procedures

- a. The current edition of "Robert's Rules of Order Newly Revised" shall provide the final source of authority in questions of parliamentary procedures when such rules are not inconsistent with these By-Laws.

Section 6. Representation of the Corporation

- a. Trustees and Officers may represent the Corporation in connection with the performance of their respective duties, as provided in these By-Laws.
- b. Except as otherwise provided above, no Trustee, Officer or other Member of the Corporation shall speak at public meetings on behalf of the Corporation or correspond in the name of the Corporation unless authorized to do so by the Board.
- c. Officers and employees do not have the right to bind the Corporation to contracts or other agreements without prior authorization of the Board.
- d. Nothing in this Section shall be construed to restrain any Trustee, Officer or Member from expressing personal opinions, positions or viewpoints on any issue in a public forum. Trustees and Officers have an affirmative duty to characterize personal expressions as such, and to distinguish them from official actions and positions of the Corporation.

Section 7. Compensation for Services; Reimbursement of Costs

- a. Unless otherwise provided in this Section 7, no individual shall receive any fee, salary or remuneration of any kind for his or her services as Trustees and/or Officers.
- b. Trustees and Officers may be reimbursed for reasonable expenses incurred with approval of the Board, President or Executive Director, if any, upon presentation of vouchers.
- c. The Executive Director, if any, may receive compensation for services rendered; provided that, a position description and the terms and conditions of service, including compensation, shall have been approved by the Board.
- d. Professional services directly provided by Trustees or Officers other than the Executive Director that are directly related to their own work outside the Corporation shall be entitled to compensation; provided, that any and all such compensation shall be subject to, and consistent with, applicable laws and regulations prohibiting self-dealing; and, provided further, that the provision of such services and the related terms of compensation shall be proposed by the President subject to review and approval by the Board.
- e. Members other than Trustees and Officers may receive compensation for services rendered in those situations where the services are defined and established by means of a position or project description approved the Board; provided, further, that the terms of compensation shall be subject to approval by the Board.

Section 8. Management of Funds

- a. The President (or Executive Director) shall have the right, with the advice and consent of the Board, to choose the Corporation's banks, trust companies and other financial institutions for the purposes of receiving, depositing, investing and disbursing funds and/or other financial assets.
- b. Specific requirements with regard to the signing of checks, and the execution and delivery of other financial instruments on behalf of the Corporation shall be provided by resolutions adopted by the Board.
- c. The Board and its assigned Officers may, from time to time, solicit and accept contributions on behalf of the Corporation.

Section 9. Corporate Records and Property

- a. The Board shall cause the following to be done, on behalf of the Corporation:
 - i. keep accurate and up to date books, records of account and minutes of the proceedings of its Members, the Board and Executive Committee at its principal office;

- ii. make the books and property of the Corporation available for inspection by Trustees and Officers at any time;
- iii. make the books and property of the Corporation available for inspection by Members other than Trustees and Officers, subject to any conditions the Board may establish in its discretion;
- iv. make available to Delegate Members other than Trustees and Officers, upon written request to the Secretary, a copy of the membership list provided that such written request shall state the reasons for same;
- v. permit Delegate Members other than Trustees and Officers to see minutes of meetings of the Corporation upon written request of the Secretary provided that such written request shall state the reasons for same;
- vi. make periodic filings on a timely basis as required by governmental entities and authorities having jurisdiction in the premises;

b. For purposes of the foregoing, the right to inspect documents includes the right to copy them; and, inspections can be conducted by the authorized individuals, their agents or attorneys.

Section 10. Seal

- a. The Board can design and use a corporate seal officially identifying the Corporation; provided, that the use of such seal is not required in connection with the proper execution and delivery of documents on behalf of the Corporation.

Section 11. Dissolution

- a. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws.
- b. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic Corporations to be selected by the Board as defined in IRS Section 501(c)(3) or to the United States, a State, or a local government. .

Article 13

Indemnification

Section 1. Actions Other Than By or In The Right of the Corporation

- a. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, arbitral or investigative (other than an action by or in the right of the

Corporation) by reason of the fact that he/she is or was a Trustee, Officer, employee, agent, or member of a Committee of the Corporation who is or was serving at the request of the Corporation as a Trustee, Officer, employee, agent, or member of a committee of another corporation, partnership, joint venture, trust or other enterprise, against liabilities and expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in accordance with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/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/her conduct was unlawful. 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. Actions by or in the Right of the Corporation

- a. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Trustee, Officer, employee, agent, or member of a committee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or member of a committee of another corporation, partnership, joint venture, trust or other enterprise, against liabilities and expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that 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 in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Indemnification Against Expenses

- a. To the extent that a Trustee, Officer, employee, agent, or member of a Committee of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or

matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Authorization of Indemnification

- a. Any indemnification under Section 1 or Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, Officer, employee, agent, or member of a committee is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to or otherwise involved in such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees by majority vote so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance

- a. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the manner set forth in Section 4 of this Article, upon receipt of an undertaking by or on behalf of the Trustee, Officer, employee, agent, or member of a committee 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.

Section 6. Provisions Not Exclusive

- a. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or vote of disinterested Trustees, under the Certificate, or otherwise, both as to action in his/her official capacity and as to action in any other capacity while holding such office, except an indemnification against gross negligence or willful misconduct, and shall continue as to a person who has ceased to be a Trustee, Officer, employee, agent, or member of a committee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance

- a. The Corporation shall purchase and maintain insurance, to the extent such insurance is available and economically feasible, on behalf of any person who is or was a Trustee, Officer, employee, agent, or member of a committee of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, Officer, employee, agent, or member of a committee of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by

him/her in any such capacity, or arising out of his/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.

Article 14

Administration of By-Laws

Section 1. Force and Effect; Interpretation

- a. In matters not addressed by these By-Laws and the Certificate, reference shall be made to applicable provisions of the New Jersey Nonprofit Corporation Act as the same may be amended from time to time (the "Act").
- b. The Board shall resolve any questions with regard to interpretation or perceived internal conflict of these By-Laws.

Section 2. Amendment

- a. These By-Laws may be altered, amended, or repealed by the Delegate Members of the Corporation, upon action approved by a two-thirds majority thereof at a meeting called for such purpose.
- b. Notwithstanding provisions of the Certificate to the contrary, these By-Laws may be altered, amended, or repealed by a two-thirds majority of the Board, provided that By-Laws made by the Board may be altered or repealed and new By-Laws may be made by the Delegate Members.
- c. The Delegate Members may prescribe in a By-Law that any By-Law made by them shall not be altered or repealed by the Board.