

Bylaws of Barnegat Bay Decoy and Baymens' Museum, Inc. A New Jersey Nonprofit Corporation

Article 1 – NAME

The name of this Corporation shall be “Barnegat Bay Decoy and Baymen’s Museum, Inc.” and shall hereinafter be called “Corporation”.

Article 2 - PURPOSE

Section 1: The exclusive charitable and educational mission under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), for which the Corporation is organized and is being operated shall be to preserve, present and interpret the rich maritime history, artistry, heritage and environment of the Jersey Shore and the unique contribution of its baymen.

Section 2: The Corporation has established and operates a living history, open air, historical maritime museum and village known as the Tuckerton Seaport, and therefore, the name “Tuckerton Seaport” shall be interchangeable with the name “Barnegat Bay Decoy and Baymens’ Museum.” The Corporation has filed a fictitious name registration for the name “Tuckerton Seaport.”

Section 3: The Corporation is organized under the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq. (“Act”).

Article 3 – POWERS

Section 1: The Corporation shall have all of the powers which non-stock, nonprofit corporations under the Act are permitted to exercise, including, but not limited to, the power to buy and sell real and personal property and to mortgage or lease the same, to borrow money in any form for the general purposes of the Corporation, to accept grants, gifts, and donations and to develop and implement fundraising activities to further these causes.

Section 2: In particular and without limitation of the foregoing, the Corporation shall not have or issue shares of stock or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(e)(2) of the Code, or corresponding section of any future federal tax code.

Section 3: In the event of the dissolution of the Corporation, its assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, as the Board of Trustees shall direct, to the federal, state or local government or to another organization as shall then be recognized by the Internal Revenue Service as a Section 501(c)(3) educational organization and which shall have the same or similar purposes as the Corporation. Any such assets not distributed by the Board of Trustees shall be disposed of by the Superior Court, Chancery Division of Ocean County to such governmental entity or Section 501(c)(3) organization for the same or similar purposes as the Corporation as said Court shall determine.

Article 4 – OFFICES

The principal office of the Corporation shall be in the State of New Jersey. The Corporation shall designate a registered office in accordance with the law and shall maintain it continuously.

Article 5 - MEMBERS

Section 1: The Corporation shall have members with voting rights under the Act, as described in more detail below.

Section 2: Any person in sympathy with the purposes of this Corporation is eligible to membership and upon written application and payment of dues in accordance with the classification established by the Board of Trustees, shall be admitted to membership.

Section 3: There shall be classifications of membership in the Corporation as the Board of Trustees shall designate from time to time. As of the date of adoption of these Bylaws, there are the following classifications of membership: **CHARTER MEMBERS** of the Corporation, **CHARTER MEMBERS** of Tuckerton Seaport, **LIFE MEMBERS**, **FAMILY MEMBERS**, **INDIVIDUAL MEMBERS**, and **HONORARY MEMBERS**. Such classifications are described below.

Section 4: Persons who were members of the corporation on or before the 31st day of March 1990 shall be designated as **CHARTER MEMBERS** of the Corporation. Persons who were members after 31st day of May 1990 and before the 31st day of May 2000 shall be designated as **CHARTER MEMBERS** of this Corporation's project known as the Tuckerton Seaport. All **CHARTER MEMBERS** shall be members of the Corporation with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting.

Section 5: Certain persons may be designated by the Board of Trustees to be **LIFE MEMBERS** of the Corporation for their outstanding contributions to the Corporation. **LIFE MEMBERSHIP** may also be awarded by the Board of Trustees for a particular level of contribution. All **LIFE MEMBERS** shall be members of the Corporation with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting. **LIFE MEMBERS** are exempt from annual dues.

Section 6: **HONORARY MEMBERSHIP** may be bestowed on those persons who have rendered outstanding work or made valuable contributions for the furtherance of the objectives of this Corporation, who shall be elected by the Board of Trustees. **HONORARY MEMBERS** shall not have voting rights under the Act, and therefore, shall not count for the purposes of a quorum of a membership meeting.

Section 7: **FAMILY MEMBERS** and **INDIVIDUAL MEMBERS** are membership classifications designated by the Board of Trustees for families or individuals interested in the educational mission of the Corporation. Such **FAMILY MEMBERS** and **INDIVIDUAL MEMBERS** shall be members of the Corporation with the right to vote under the Act and shall be counted for purposes of a quorum of a membership meeting.

Section 8: Dues will be determined by the Board of Trustees for each classification of membership and are payable yearly, unless multiple year options are approved by the Board of Trustees. Members owing dues in arrears more than three (3) months after payment is due shall be dropped from membership automatically, provided however, written notice is sent by the Secretary of the Corporation to such members of the removal from membership due to non-payment of dues.

Section 9: All classifications of membership, except **HONORARY MEMBERS**, shall be entitled to only one vote per membership on each matter submitted to a vote of the members. Only members whose dues are not in arrears are considered in good standing, and therefore, are permitted to vote on matters submitted to a vote of the members.

Section 10: Membership in this Corporation is not transferable or assignable.

Section 11: A member can also be removed from membership, without assignment of any cause, by an affirmative vote of two-thirds (2/3rds) of the Trustees in office. Written notice of the proposed removal shall be provided to the member and the member will be given the opportunity to be heard, if requested by the member, prior to removal, at a meeting of the Board of Trustees. No formal hearing procedure will be followed and the member shall have no right to have legal counsel present or to cross-examine witnesses.

ARTICLE 6 - BOARD OF TRUSTEES AND THEIR DUTIES

Section 1: The Board of Trustees shall consist of a minimum of nine (9) and a maximum of twenty-one (21) members of the Corporation and shall be divided into three (3) classes. Each Trustee shall have staggered three (3) year terms, with one-third (1/3) of the Trustee positions expiring each year. The number of Trustees may be expanded by majority vote of the Board of Trustees in office. Trustees must be elected to their Trustee position by the members entitled to vote thereon in accordance with Article 7.

Section 2: There are no term limits for Trustees. All Trustees are eligible for re-election upon the expiration of their current term.

Section 3: Any member of the Corporation that has been in good standing for a minimum of one (1) year may be elected to the Board of Trustees. The one (1) year membership requirement may be waived by two-thirds (2/3rds) vote of the Board of Trustees. Any Trustee missing four (4) meetings in a calendar year without good cause may be removed from the Board upon the majority vote of the Trustees at a meeting where a quorum exists. Paid staff members of the Corporation shall not be eligible for election to the Board of Trustees.

Section 4: The Board of Trustees shall receive and administer all bequests and trust funds and invest such funds in accordance with the Uniform Management of Institutional Funds Act as adopted in New Jersey, N.J.S.A. 15:18-15 et seq. ("UMIFA"), through the Endowment Fund Committee, and such third party managers engaged by such Endowment Fund Committee from time to time to invest the funds of the Corporation. The Endowment Fund Committee will operate as a subcommittee of the Finance Committee. Disbursement of funds invested by the Endowment Fund Committee shall be subject to the approval of the Board of Trustees. The Trustees shall have oversight and care of all real and personal property and equipment acquired by the Corporation, as well as any article or material which is loaned to the Corporation. The officers of the Board of Trustees shall sign all contracts, leases, deeds and all legal documents of the Corporation and shall have care and custody of all legal and other documents of the Corporation.

Section 5: The Board of Trustees shall manage the affairs of the Corporation in the interval between meetings of the Corporation, shall fill all vacancies of Trustees or Officers until the next annual meeting of the Corporation and shall do all acts which the corporation itself might do, except it shall have no power to amend the Constitution and By-Laws without the assent of the general membership. A majority of the members of the Board of Trustees shall constitute a quorum and the Board shall meet monthly. All members of the Board of Trustees shall perform their respective duties until their successors have been elected and assume office, except that in the case of resignation or death of a member, the Board shall have the power to fill the unexpired term of such individual until the next general election.

Section 6: The duties of day to day operation of the Corporation shall be vested by the Board of Trustees in the Executive Director, who shall be paid staff of the Corporation and shall attend all Board Meetings and General Membership Meetings as staff without vote. Evaluation of the job performance and determination of the compensation of the Executive Director shall be conducted by the Board of Trustees in accordance with Section 4958 of the Code.

Section 7: Members of the Board of Trustees are expected to provide assistance with the fund raising activities of the Corporation. Members of the Board of Trustees are expected to chair committees and/or events for the benefit of the Corporation.

Section 8: Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their Trustee duties.

Section 9: Any vacancy occurring in the Board of Trustees arising from any cause (including a vacancy caused by an increase in the number of Trustees) shall be filled by an affirmative vote of a majority of Trustees in office at the next scheduled meeting of the Board of Trustees. Any such replacement Trustee shall be elected to complete the term of the Trustee being replaced, or to a full one (1) year term in the case of a vacancy caused by an increase in the number of Trustees.

Section 10: Any Trustee may be removed, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3rds) of the Trustees in office, at a meeting with written notice of the proposed removal given to the Trustee to be removed and to other Trustees with the notice of the meeting. The Trustee involved will be given an opportunity to be heard, if requested, but no formal hearing procedure need be followed and the trustee shall have no right to have legal counsel present or to cross-examine witnesses.

ARTICLE 7 – MEMBERSHIP AND TRUSTEE MEETINGS; TRUSTEE ELECTIONS

Section 1: The Board of Trustees shall meet monthly at the time, place, and schedule to be determined by the Board of Trustees. The Annual Meeting of the Trustees shall occur in November immediately after the Annual General Membership Meeting.

Section 2: Special meetings of the Trustees may be called upon the request of the President or upon written request of a majority of the Trustees to the Secretary. Written notice of such Special Meeting shall be sent by the Secretary of the Corporation, or the persons calling the Special Meeting if the Secretary fails to send such notice.

Section 3: A simple majority of the members of the Board of Trustees in office shall constitute a quorum for the transaction of business. Unless otherwise provided in these Bylaws, a simple majority of the votes of those Trustees present a meeting at which a quorum exists shall be sufficient for a valid vote by the Board.

Section 4: The Annual General Membership Meeting shall be held in November at a time and place determined by the Board of Trustees.

Section 5: General Membership Meetings shall be held at a date, time, and place determined by the Board of Trustees.

Section 6: Quorum for General Membership Meetings shall be fifteen (15) members and a valid vote of the membership, except for the election of Trustees which shall require a plurality as described below, shall occur when a majority of those members voting at a meeting at which a quorum exists shall vote affirmatively on a matter.

Section 7: The conduct of all meetings of the Corporation shall be governed by Robert's Rules of Order, except where in conflict with these Bylaws, in which event the Bylaws shall control.

Section 8: Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees then in office and shall be filed with the Secretary of the Corporation.

Section 9: One or more Trustees may participate in a meeting of the Board or any committee thereof, including the Management

Committee (as defined below), by reason of a conference telephone or similar communications electronic equipment by which all persons participating in a meeting can simultaneously communicate with each other.

Section 10: Before the September Board of Trustees meeting, the Nominating Committee (as described below) shall begin the process of selecting candidates for each Trustee position available. The general membership shall be notified by the Nominating Committee to submit names for proposed candidates for the Board of Trustees and their resumes may be submitted to the Nominating Committee prior to September 1. This notice should include mention in the Corporation newsletter, posted at the visitor center, and on the Corporation web site, if available. The Nominating Committee shall present a slate of candidates to the Board of Trustees at their October Board meeting and to the General Membership at their October meeting. Nominations from the floor may be made at the October Membership meeting.

Section 11: The Secretary shall oversee the production, distribution, and counting of the Corporation ballots. Ballots must be sent to members at electronic addresses for such members on the Corporation's records or mailed to members if no electronic address exists for the member on the Corporation's website. The method(s) of ballot distribution must not discriminate between members and efforts must be made to prevent multiple votes from the same member. The Secretary shall be responsible for making certain that only one ballot is received per membership and shall disallow all ballots if any member has submitted more than one ballot. Ballots shall contain the name of the candidate(s) nominated. Ballots must contain the members printed name and signature to be valid and received by the Corporation by the chosen date set forth in the ballot prior to the Corporation's Annual General Membership Meeting.

Section 12: The members of the Board of Trustees shall be elected by a plurality of the ballots cast by members in good standing. The counting of the ballots and the results will be announced at the Corporation's Annual General Membership Meeting (November) and those Trustees so elected shall take office at the Organizational Meeting (defined below) following the Annual General Membership Meeting.

Section 13: Members of the Board of Trustees must sign an annual statement of conflict of interest as approved by the Board of Trustees. Trustees who fail to sign this document within forty-five (45) days after their election shall not be entitled to take office at the Organizational Meeting and, at that Organizational Meeting, if a quorum exists, the Board of Trustees may proceed to elect a Trustee, by majority vote, to fill the Trustee position until the next Annual General Membership Meeting.

Section 14: The following shall be the order of business at all meetings

- Call to Order with Pledge of Allegiance
- Reading and approval of minutes
- Reading and discussion of correspondence
- Reports of Officers, Committees and Director
- Announcements
- Unfinished business
- New business
- General discussion
- Closed Session (as required)
- Adjournment

Section 15: All notices to be given herein to members may be given by United States regular mail, postage prepaid, in person, or by electronic mail sent to the e-mail address of the member on the Corporation's records. Notices of the Annual General Membership meeting or any regular member meeting shall not be sent less than ten (10) days nor more than sixty (60) days prior to the date of the meeting to each member of record entitled to vote at the meeting. Notice dates, times, and places of membership meetings shall also be posted at the visitor center and on the Corporation web site, if available.

Section 16: All notices to be given herein to Trustees, member of any committee of the Board of Trustees, including the Management Committee (described below) may be given by telephone, in person, by United States regular mail, postage prepaid, or by electronic mail sent to the e-mail address of such Trustee or committee member on the Corporation's records. Written notice of the time and place of a regular Board of Trustees meeting shall be given by the Secretary to each Trustee at least ten (10) days prior to the day named for such meeting. Notice of any Special Meeting of the Trustees shall be sent at least three (3) days prior to the Special Meeting and shall state in reasonable detail the purpose of such meeting, time and place. No business other than that stated in the notice of such meeting shall be transacted at the special meeting. Notices of Board of Trustee meetings where Certificate of Incorporation and Bylaw changes are being considered shall be given at least ten (10) days prior to the meeting and must contain the text of any such proposed amendments to the Bylaws or Certificate of Incorporation. Notice dates, times, and places of Board of Trustee meetings shall also be posted at the visitor center and on the Corporation web site, if available.

Section 17: Except as set forth below for amendment of the Bylaws or Certificate of Incorporation or as set forth above for a Special Meeting, a Notice of a Meeting of the Board of Trustees need not state the purpose thereof.

Section 18: No notice of the time, place or purpose of any meeting of the Board, or any publication thereof, whether prescribed by law, by the Certificate of Incorporation or by these Bylaws, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, a waiver of such notice, and such attendance or waiver shall be deemed equivalent to notice.

Article 8 – BOARD OF ADVISORS

Section 1: The Board of Advisors shall be formed to work with, advise and support the Board of Trustees and the corporation in the mission of the museum. Such Board shall not be deemed “another body” under the Act with power to act for the Board of Trustees in certain matters, but shall be advisors only in nature.

Section 2: The Management Committee may appoint members to the Board of Advisors. Membership on the Board of Advisors shall be for a period of three (3) years. This group will operate as a committee of the Board of Trustees.

Section 3: The Board of Advisors shall consist of outstanding individuals who have a legitimate desire to further the mission of the corporation. The Board of Advisors may include individuals who are interested in serving on the Board of Trustees, past Trustees who can no longer dedicate the time required to remain on the Board of Trustees, or individuals who otherwise may serve the corporation as an advisor. Members of the Board of Advisors may attend meetings of the Board of Trustees in a non-voting capacity, but shall not be counted towards the quorum of the Board of Trustees and such members of the Board of Advisors may be excluded from a Closed Session of the Board of Trustees.

Section 4: The President of the Board of Trustees or his designee shall chair this committee. Meetings and communication with the Board of Advisors shall occur at the pleasure of the President of the Board of Trustees or their designee.

Article 9 - MANAGEMENT COMMITTEE

Section 1: The Management Committee of the Board of Trustees shall comprise the current officers of the Board of Trustees (President, Vice President, Treasurer and Secretary) The Management Committee shall coordinate and work with the Executive Director.

Section 2: The Management Committee shall have general supervision of the affairs of the Board of Trustees and shall act with the full authority of the Board of Trustees for the Corporation between the Trustees’ meetings, except as limited by law as set forth in Section 7 of this Article. The Management Committee shall be subject to the orders of the Board of Trustees and none of its acts shall conflict with the action taken by the Board of Trustees.

Section 3: The President shall report all actions taken by the Management Committee to the Board of Trustees at the first regular business meeting of the Board of Trustees following the Management Committee meeting.

Section 4: Meetings of the Management Committee may be called by the President or upon written request of two (2) members of the Management Committee. Notice of the Management Committee meeting shall be given by the Secretary of the Corporation upon at least two (2) prior days notice by phone, in person, or by electronic means.

Section 5: Three (3) members of the Management Committee shall constitute a quorum. A majority vote of those Management Committee members voting at a meeting where a quorum exists shall constitute valid action by the Management Committee.

Section 6: Any action which may be taken at a meeting of the Management Committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the Management Committee then in office and shall be filed with the Secretary of the Corporation.

Section 7: No Committee (including the Management Committee) shall in any event have the authority to make, alter or repeal any Bylaw of the Corporation; elect or appoint any Trustee, or remove any officer or Trustee of the Corporation; or amend or repeal any resolution theretofore adopted by the Board of Trustees.

ARTICLE 10 – OFFICERS AND THEIR DUTIES

Section 1: The Officers of the Corporation shall be elected by a majority vote of the Trustees present at the January Trustee Meeting (known as the Organizational Meeting). The officers shall be a President, a Vice President, a Secretary, and Treasurer. Terms of office for the officers shall be for two (2) years.

Section 2: An Officer shall be a Trustee of the Corporation in good standing to be eligible to hold office. The President and Vice President shall not be eligible to serve more than two (2) full terms of two (2) years duration in succession. Election shall be by

majority vote of the Trustees present at the Organizational Meeting. Newly elected officers shall be considered installed and shall assume the office at the finalization of the vote.

Section 3: The President shall preside at all meetings of the Corporation and at the Board of Trustees and the Management Committee. The President shall appoint the chairman of all committees, with the exception of the Nominating Committee. The President shall execute all bonds, mortgages, notes, and other contracts requiring a seal of the Corporation and any contracts in value of over \$ 100,000. The Executive Director shall be authorized by the Board of Trustees to execute all contracts for the Corporation in value of \$ 100,000 or less.

Section 4: The Vice President shall have the power to perform all the duties of the President in his/her absence, and shall act as assistant to the President in carrying out his/her responsibilities. The Vice President shall act as aid to the Treasurer and assume the duties of the Treasurer in his/her absence.

Section 5: The Secretary shall keep a detailed record of all meetings of the Board of Trustees, the General Membership, and the Management Committee. The Secretary shall act as the teller of all ballots for the election of Trustees at the Annual General Membership Meeting. Minutes of these meetings shall be published and distributed to interested parties for information and correction as may be required. The Secretary shall perform such other duties as are usually performed by secretaries of other such nonprofit corporations or as requested by the Board or the Management Committee.

Section 6: The Treasurer shall provide financial oversight of all financial matters. The Executive Director and his staff shall be responsible for the ordinary financial matters. The Treasurer shall be responsible for authorizing the payment of bills subject to the rules established by the Board of Trustees. The Treasurer shall be responsible for presenting the annual budget to the Board of Trustees.

Section 7: Any trust funds or bequests received by the Corporation shall be reported to the Board of Trustees and shall be automatically deposited in the appropriate account.

Section 8: Any member of the Board of Trustees shall have the absolute power to request access to/or audit the books and records of the Corporation at any time.

Section 9: The Board of Trustees shall authorize the signers of each bank account. Each account must have at least two signors (one of whom must be an Officer of the Corporation) for withdrawals or transfers of amounts over \$500.00.

ARTICLE 11 – COMMITTEES

Section 1: The Corporation shall have Committees as established by the Board of Trustees. The President shall appoint the chairman of all Committees, except for the Nominating Committee. The Nominating Committee chairman will be selected by a majority vote of the Management Committee from the group of Trustees serving in the second (2nd) year of their three (3) year term.

Section 2: Members of the Committees shall be selected by the chairman of the Committee from the membership of the Corporation. The President shall be member ex-officio of all committees, except the Nominating Committee.

Section 3: Committee meetings may be scheduled at the discretion of each Committee chairperson. The President, Executive Director, and Committee members shall be notified of the time and place of all meetings before they are held.

Section 4: Standing Committees shall include: Nominating, Exhibits & Education, Development, Membership, Finance & Endowment, Personnel, Collections, Building & Grounds and Boat School. Each committee will work with the Executive Director in their area of responsibility.

Section 5: The Nominating Committee shall be comprised of those Trustees who are elected by the Management Committee from the Trustees serving the second (2nd) year of their three (3) year term. At the discretion of the Management Committee, one or more members of the Nominating Committee may be a member of the Advisory Board. The responsibilities of the Nominating Committee are outlined in Article 7, Section 10.

Section 6: The Exhibit & Educational Committee is responsible for the development of the interpretive plan for the Corporation, including the review of existing exhibits, the development of new exhibits, the attraction of traveling exhibits and development of educational opportunities.

Section 7: The Development Committee shall update, develop and implement the annual planned giving, and Capital Campaigns and to provide leadership and direction in other fund raising activities to the benefit of the Corporation.

Section 8: The Membership Committee is responsible for the recruitment of new members and the retention of existing members.

Section 9: The Finance Committee is responsible for the fiscal management of the organization, financial & fiscal policies, development of the annual budget and reporting of income & expenses. The Committee is also responsible for managing Endowments.

Section 10: The Personnel Committee is responsible for establishing policies and procedures regarding salaries, benefits and work hours for staff. Assisting the Executive Director with the development of job descriptions, assessment of personnel needs, organizational structures and salary negotiations. The Committee is also responsible for overseeing compliance with State and Federal employment laws.

Section 11: The Collections Committee is responsible for oversight of the collections at the Tuckerton Seaport. Development of and maintaining a collection policy and recommendations for the accession and deaccession of objects.

Section 11: The Building & Grounds Committee is responsible for oversight of the Seaport property including maintenance existing facilities and development of future building and attractions. The Committee is also responsible for protection of the property.

Section 12: The Boat School Committee is responsible for oversight of the Tuckerton Seaport Boat School as specified in the Boat Schools organizational Guidelines.

Article 12 - FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Trustees as the fiscal year of the Corporation.

Article 13 - SEAL

The corporate seal shall bear the name of the Corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

Article 14 - INDEMNIFICATION

Section 1: The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, as amended, any Trustee or Officer of the Corporation who was or is a party to, or is threatened to be made a party to, or who appears as a witness in, any "proceeding" (as such term is defined in Section 15A:3-4 of the Act), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a Trustee or Officer of the Corporation. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him. 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 of the Act), 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 liabilities or 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, vote of Trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 2: No Trustee or Officer or Committee member shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a Trustee or officer or Committee member from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit.

Section 3: Insurance coverage by a Board of Trustees-approved insurance policies for officers and directors liability insurance or volunteers liability insurance shall be considered to fulfill any indemnification commitment made by the Board of Trustees under Section 1 of this Article and the Corporation shall not be financially responsible, in granting any such indemnification, for any more than the coverages actually provided by the insurers under the policies.

Article 15 – SEVERABILITY

If any section, subsection, sentence, clause, phrase, or portion of these bylaws is for any reason held to be invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

Article 16-AMENDMENTS

Any proposed amendment or amendments to the Certificate of Incorporation or Bylaws of the Corporation shall first be submitted in writing to the Board of Trustees and must be approved by the Board of Trustees at a regular meeting where a quorum exists by a two-thirds (2/3rds) vote of the Trustees at such meeting. Such amendment or amendments shall then be submitted and read during the order of business at two (2) consecutive Regular or Special Meetings of the General Membership of the Corporation. Upon approval by a majority vote of the members entitled to vote either present and voting in person at the second Regular General Membership Meeting

of the Corporation or voting by email after participating by teleconference in such second (2nd) regular General Membership Meeting, the amendment or amendments shall be adopted.

Article 17 – ADOPTION AND TRANSITION

Section 1 : These new Bylaws supersede any and all previous bylaws of this Corporation. The Officers and Trustees in office at the time of the adoption of these Bylaws shall continue until the expiration of their respective terms, thereafter, their election to office shall be subject to these Bylaws.

Section 2 : These Bylaws are adopted by two-thirds (2/3) vote of the Membership in good standing present at the General Membership Meeting of the Corporation on January 21, 2010.

Signed

Richard Thomas
Secretary of the Corporation