

**BY-LAWS**  
**OF**  
**WHIPPANY PARK MUSIC BOOSTERS, INC.**  
**a New Jersey Nonprofit Corporation**

*ARTICLE I – NAME*

**Section 1.01 Name**

The name of the Corporation shall be Whippany Park Music Boosters, Inc.

*ARTICLE II – GENERAL*

**Section 2.01 Nature**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any successor thereto and the Regulations thereunder, (the “Code”), and may engage in any and all forms of charitable, scientific or educational activity within the meaning of said Section.

**Section 2.02 Purpose**

The purpose of the Corporation shall be for the provision of support and advancement of the education of the youth who are students at Whippany Park High School, located in Whippany, New Jersey, in the Hanover Park Regional High School District, through the sponsorship of the school’s band and music programs. The purpose of the Corporation is (i) to provide educational support and opportunities for the students enrolled in the school’s band and music programs, including: (a) promoting and encouraging talent and ability through private tutoring and scholarships; (b) supporting participation in musical instructional clinics, marching and concert competitions and any other special events which may be part of the Hanover Park Regional School District’s activities; (c) assisting in the organization and development of the band and music activities during the school year; (d) promoting and publishing pertinent news about the band and music programs and band and music students; and (e) encouraging active performance in community activities that would instill civic pride; and (ii) to do all things incident to or necessary for providing the qualified instructors, facilities, materials and resources for such educational and training opportunities.

Notwithstanding any other provisions of these articles, 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 §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

### **Section 2.03 Powers**

The Corporation shall have and exercise all powers, rights and privileges granted to corporations organized not for profit by the laws of the State of New Jersey now or hereafter in effect, for the accomplishment of the objects and purposes set forth herein. In addition, the Corporation shall have the following specific powers and authority:

- a. To accept, hold, invest, reinvest and administer funds exclusively for such charitable, scientific and educational purposes and to that end, take and receive, by bequest, devise, gift or benefit of trust, and to purchase, construct upon or lease any property, real or personal, tangible or intangible, wheresoever located and without limitation as to value;
- b. To hold, sell, lease, donate, assign, expend, convey and otherwise dispose of any property so received, purchased or otherwise acquired, and invest and reinvest the income and principal and to deal with, use, expend, convey, donate, assign or otherwise transfer the property of the Corporation whether principal or income, exclusively for such charitable, scientific and educational purposes;
- c. To the extent permitted by law, to exercise its rights, powers and privileges by holding meetings of its Board of Trustees, and by having one or more offices, employing personnel, and establishing offices, branches, subdivisions and agencies anywhere the Board of Trustees shall deem advisable;
- d. Alone or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.

### **Section 2.04**

No part of the net earnings of the Corporation shall inure to the benefit of any trustee, officer or individual; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objects and purposes of the Corporation set out in this ARTICLE II of the By-Laws. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

### **Section 2.05 Activities**

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in or intervene in (by the publishing or distributing of statements or otherwise) any political campaign on behalf of any candidate for public office.

### **Section 2.06 Dissolution**

In the event of a liquidation, dissolution, termination or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, the property or assets of the Corporation shall be distributed to one or more organizations which shall qualify as exempt from federal income tax under §501(c)(3) of the Code as the Board of Trustees may determine as provided and limited by the Certificate of Incorporation. Any such assets not so distributed shall be distributed by any court of the State of New Jersey having jurisdiction to such organization or organizations referred to in the preceding sentence as such court may, in its discretion, select.

### **Section 2.07 Registered Office and Agent**

The Corporation shall have and continuously maintain in the State of New Jersey a registered office and a registered agent, whose office is identical to such registered office, and may have other offices within or without the State of New Jersey as the Board of Trustees may from time to time determine.

### **Section 2.08 Principal Office**

The principal office of the Corporation shall be: c/o Band Director, Music Department, Whippany Park High School, 165 Whippany Road, Whippany, NJ 07981 (Township of Hanover, County of Morris, State of New Jersey).

## *ARTICLE III - MEMBERSHIP*

### **Section 3.01 Membership**

The Membership of the Corporation shall be divided into two primary classes:

- a. Regular
- b. Contributing

Within these two classes, the Members may define subcategories of membership as the need may arise.

### **Section 3.02 Regular Members**

A Regular Member shall be any parent or guardian of a student enrolled and actively participating in the band or music program of Whippany Park High School. However, only one parent or guardian of a student or students per household is entitled to vote. Each Regular Member in Good Standing shall be entitled to one vote.

### **Section 3.03 Contributing Members**

A Contributing Member shall be any family member, individual, business or corporate supporter that contributes defined resources or funding, as determined by the Corporation, in support of the organization's goals. Each Contributing Member in Good Standing shall be entitled to one vote.

### **Section 3.04 Dues**

Both classes of Members shall pay annual dues, as established and adjusted from time to time by the Board of Trustees. Dues are payable to the Treasurer of the Corporation or as otherwise determined or directed by the Board of Trustees.

### **Section 3.05 Good Standing**

Members that are at least 18 years of age, unless a corporation or other business entity, and who are current with their annual dues shall be deemed to be in "Good Standing" with the Corporation.

### **Section 3.06 Liabilities of Members**

The Members of the Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation.

## *ARTICLE IV - MEETINGS*

### **Section 4.01 Meetings of Members**

The Members shall hold regular meetings at least two times annually, one of which shall be the Annual Meeting of the Members, and may provide by resolution the time and place, either within or without the State of New Jersey, for the holding of additional regular meetings of the Board without other notice than such resolution.

The Annual Meeting of the Members shall be held, without other notice than this By-Law, on the first Monday in October of each year, or it may be held on any other day set pursuant to resolution of the Executive Committee provided at least thirty (30) days notice of the

new date for the Annual Meeting is given to each member at his or her address as shown in the records of the Corporation. Notice of time and place of the meeting shall be mailed by ordinary mail, telegram, overnight delivery or facsimile to each Member at least ten (10) days before the meeting. The Executive Committee shall provide such notice.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by overnight delivery, such notice shall be deemed to be delivered when the notice is delivered to a reputable overnight delivery service marked for next day delivery with all charges to be billed to sender. If notice is given by facsimile, such notice shall be deemed to be delivered when the transmission is confirmed or received by the Member or any agent of the Member. Any Member may waive notice of any meeting. The attendance of any Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

#### **Section 4.02 Special Meetings**

Special meetings of the Members may be called by the President or by any seven (7) Members upon ten (10) days notice in writing to be mailed by ordinary mail, telegram, overnight delivery or facsimile to each Members. The notice shall specify the business to be transacted at, and the purpose of, any special meeting of the members.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by overnight delivery, such notice shall be deemed to be delivered when the notice is delivered to a reputable overnight delivery service marked for next day delivery with all charges to be billed to sender. If notice is given by telecopy, such notice shall be deemed to be delivered when the transmission is confirmed or received by the Members or any agent of the Member. Any Member may waive notice of any meeting. The attendance of any Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 4.03 Quorum**

Unless otherwise required under the New Jersey law, any 10 Members shall constitute a quorum at any regular or special meeting. The affirmative vote of a majority of those present constituting a quorum shall be required for the passage of any motion, resolution or the transaction of any business, unless the question is one upon which, express provision of a

statute of the State of New Jersey or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control.

#### **Section 4.04 Voting**

Only Members in Good Standing shall be entitled to vote. However, if the Member in Good Standing is a corporation, organization or other business entity, said business entity shall appoint an individual as its voting representative in accordance with its own procedures. Any Member in Good Standing that is a business entity must notify the Secretary of the Corporation, in writing, of the identity of its duly authorized voting representative prior to any meeting of the Board at which the voting representative is to cast a vote. Voting representatives shall be responsible for communicating to their respective business entity, the decisions of the Board, as well as, the state of affairs, the needs and the conditions of the Corporation.

Furthermore, only one parent or guardian per household of a student or students enrolled and actively participating in the music or band program of Whippany Park High School shall be entitled to vote. Each voting Member entitled to vote shall have the right to cast one (1) vote on each question and never more than one (1) vote, which vote may be cast in person, by proxy or (in the case of matters which are to be voted upon by mail) by the United States Mail, telegram, overnight delivery or facsimile. As such, a voting Member who is the parent or guardian of more than one student enrolled and actively participating in the music or band program of Whippany Park High School is still only entitled to one vote. A member voting by mail, telegram, overnight delivery or facsimile shall be deemed to be present at a meeting for the purposes of establishing a quorum if his vote has been received by the Secretary of the organization prior to the time of the meeting at which the vote is to be counted.

#### **Section 4.05 Record Date**

The Executive Committee may fix a date as the record date for determining the Corporation's Members with regard to any corporate action or event, in particular, for determining Members entitled to notice of any meeting of the Members, to vote at any meeting of the Members, to give written consent to any action without a meeting or receive any benefit or right. The record date for a meeting of the Members shall not be more than 60 days nor less than 10 days prior to any meeting of the Member or other corporate action or event to which it relates. In the event that no such record date shall be fixed by the Executive Committee, the record date shall be as provided in the New Jersey Nonprofit Corporation Act.

#### **Section 4.06 Procedural Rules**

Robert's Rules of Order shall govern procedural questions not specifically addressed within these By-Laws.

## *ARTICLE V – BOARD OF TRUSTEES*

### **Section 5.01 General Powers**

The affairs of the Corporation will be managed by its Board of Trustees (the “Board”), and all corporate powers shall be exercised by the Board of Trustees, except as otherwise expressly required by the Certificate of Incorporation, these By-Laws, or New Jersey law.

### **Section 5.02 Number, Term and Qualifications**

The Board shall consist of at least five (5) and not more than seven (7) Trustees. Each Trustee must also be a Member in Good Standing. However, if a Member in Good Standing is a corporation, organization or other business entity, said business entity shall appoint an individual as its voting representative in accordance with its own procedures.

Subject to the restriction set forth in this Section 5.02, the size of the Board of Trustees shall be determined by the sitting Board, prior to the appointment, for the next election, of a Nominating Committee Chairman. At the time the Nominating Committee Chairman is named, the Board shall provide instructions on how many candidates to propose for the subsequent Board of Trustees.

The Trustees shall be elected at the Annual Meeting of the Members by a majority of the Members voting in person or by proxy. Each Trustee shall hold office until a successor shall have been duly elected and shall have qualified.

### **Section 5.03 Nomination and Election**

Candidates for election as Trustees shall be nominated by the Nominating Committee (See Section 6.04). The Nominating Committee shall meet in advance of the Annual Meeting of the Members and shall propose a slate of candidates equal to the number of seats on the new Board of Trustees to stand for election. It shall submit its written report to the Board of Trustees and the Members at least twenty (20) days in advance of the Annual Meeting of the Members.

Additional nominations may be made by a Member in Good Standing from the floor of the Annual Meeting of the Members with the consent of the nominee. To qualify as a candidate, an individual must be a Member in Good Standing and affirm his or her willingness to serve if elected.

Election as a Trustee shall not itself create any contract or employment rights in such person.

#### **Section 5.04 Meetings**

The Board of Trustees shall hold regular meetings at least three times annually, one of which shall be the Annual Meeting of the Board, and may provide by resolution the time and place, either within or without the State of New Jersey, for the holding of additional regular meetings of the Board without other notice than such resolution.

The Annual Meeting of the Board of Trustees shall be held, without other notice than this By-Law, on the first Monday after the Annual Meeting of the Members, or it may be held on any other day set pursuant to a resolution of the Board provided at least thirty (30) days notice of the new date for the Annual Meeting of the Board of Trustees is given to each Trustee at his or her address as shown in the records of the Corporation. Notice of time and place of the meeting shall be mailed by ordinary mail, telegram, overnight delivery or facsimile to each Trustee at least ten (10) days before the meeting. At the Annual Meeting, the Board shall determine the date, time and place for the other regular meetings to be held during the year.

If mailed, such notice of the time and place of the meeting shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by overnight delivery, such notice shall be deemed to be delivered when the notice is delivered to a reputable overnight delivery service marked for next day delivery with all charges to be billed to sender. If notice is given by facsimile, such notice shall be deemed to be delivered when the transmission is confirmed or received by the Trustee or any agent of the Trustee. Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

#### **Section 5.05 Special Meetings**

Special meetings of the Board of Trustees may be called by the President or by any three (3) Trustees upon ten (10) days notice in writing to be mailed by ordinary mail, telegram, overnight delivery or facsimile to each Trustee. The notice shall specify the business to be transacted at, and the purpose of, any special meeting of the Trustees.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by overnight delivery, such notice shall be deemed to be delivered when the notice is delivered to a reputable overnight delivery service marked for next



day delivery with all charges to be billed to sender. If notice is given by telecopy, such notice shall be deemed to be delivered when the transmission is confirmed or received by the Trustee or any agent of the Trustee. Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 5.06 Quorum**

A majority of the members of the Board shall constitute a quorum at any regular or special meeting. The affirmative vote of a majority of those present constituting a quorum shall be required for the passage of any motion, resolution or the transaction of any business, unless the question is one upon which, by express provision of a statute of the State of New Jersey or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control.

#### **Section 5.07 Manner of Acting**

The act of a majority of the Trustees present in person at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by New Jersey law or by these By-Laws.

#### **Section 5.08 Procedural Rules**

Robert's Rules of Order shall govern procedural questions not specifically addressed within these By-Laws.

#### **Section 5.09 Compensation**

Trustees and committee members as such shall not receive any fee, salary or remuneration of any kind for their services in such capacity except as the Members may authorize by a majority vote at any meeting. However, such Trustees and committee members may be reimbursed for reasonable expenses incurred with the approval of the Board of Trustees by a majority vote upon the presentation of vouchers.

#### **Section 5.10 Resignation and Removal**

Any Trustee may resign at any time by notifying the President or the Secretary in writing. Such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, the acceptance of such resignation shall not be necessary to make it effective.

A Trustee may be removed with or without cause by the affirmative vote of a majority of the Members.

A vacancy on the Board of Trustees because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a vote of a majority of the Members voting in person or by proxy at any meeting of the Members at which notice of the vacancy and the intent to fill the vacancy has been given at least 10 days in advance. Nominations may be made from the floor by any Member in Good Standing or by recommendation of the Nominating Committee.

#### **Section 5.11 Action Without Meeting**

The Board of Trustees or any committee of the Board may act without a meeting if, prior or subsequent to the action, each Trustee or committee member, as the case may be, shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The consents shall have the same effect as a unanimous vote of the Board of Trustees or committee members of the Board for all purposes.

#### **Section 5.12 Meeting by Telephone**

The Board of Trustees or any committee of the Board may participate in a meeting of the Board or a committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

### *ARTICLE VI – COMMITTEES*

#### **Section 6.01 Standing Committees**

The President shall, with the advice of the Board, appoint standing committees in order to help carry out the purposes of the Corporation. The standing committees may include, but are not limited to the following: Nominating Committee, Fundraising Committee and Advisory Committee. Except as to the Advisory Committee, each standing committee shall include at least two (2) or more Trustees, one of whom shall also be the chairperson. As to the Advisory Committee, it shall consist of at least one (1) Trustee and the chairperson of the committee shall be appointed by the President and need not be a Trustee. Committees shall not be obligated to keep written minutes of any meeting; however, all actions taken by a committee shall be reported to the Board at its next meeting. The Executive Committee shall not be considered a standing committee.

#### **Section 6.02 Executive Committee**

The Executive Committee shall consist of not less than five (5) members nor more than six (6) members comprised of the following Officers of the Corporation:

- a. President;
- b. Vice-President;
- c. Treasurer;

- d. Secretary;
- e. Immediate Past President;
- f. At Large Member, if any, selected by the Members from among the Members of the Corporation.

Its purpose is to advise and assist the President as needed to bring and make recommendations to the Board and to take action for the Board in urgent matters. It shall have charge and exercise general oversight of the conduct of the business and the affairs of the Corporation, and shall keep the Board advised thereof.

#### **Section 6.03 Powers of the Executive Committee**

Between meetings of the Board and with urgent matters, the Executive Committee shall have the right to exercise powers of the Board to the extent provided herein or in resolutions adopted by the Board, except that no such committee shall:

- a. make, alter or repeal any by-law of the Corporation;
- b. elect or appoint any Officer or Trustee;
- c. remove any Officer or Trustee;
- d. amend or repeal any resolution previously adopted by the Board.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Except as otherwise stated in these By-Laws, the affirmative vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be required for the transaction of any business. Such Committee shall keep a record of its proceedings, which shall from time to time be reported to the Board.

#### **Section 6.04 Nominating Committee**

The Nominating Committee shall consist of three (3) or more Trustees. The President shall appoint the chairperson who shall then select the remaining members. (The duties of the Nominating Committee are described in Section 5.03.)

#### **Section 6.05 Fundraising Committee**

The Fundraising Committee shall consist of the Vice President and others appointed by the President. The Fundraising Committee shall consider all available resources of funding and shall recommend to the Board those sources which should be pursued by the Corporation and the manner in which they should be pursued.

### **Section 6.06 Ad Hoc Committees**

The Board shall have the power to appoint and disband, as it may deem necessary, ad hoc committees to investigate and report on any specific problems that may arise in the course of the Corporation's operations or to supervise and coordinate specified activities of the Corporation.

### **Section 6.07 Advisory Committee**

Except as otherwise set forth herein, the Advisory Committee members shall be unlimited in number and shall be selected, appointed and removed by the President. All Advisory members shall hold such position and serve at the discretion of the President. The Committee's purpose is to advise and provide guidance to the Board and Executive Committee on all matters confronting the Corporation and on all matters requested by the President.

## *ARTICLE VII – OFFICERS*

### **Section 7.01 General**

The Board of Trustees of the Corporation shall elect from among themselves the following Officers of the Corporation: President, Vice President, Treasurer, Secretary and such other Officers as may be elected or appointed in accordance with the provisions of this Article. The Board may elect or appoint such other Officers, including Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, as it shall deem desirable, such Officers to have authority and perform the duties prescribed from time to time by the Board. No more than one (1) office may be held by the same person.

### **Section 7.02 Election and Term of Office**

The Officers of the Corporation, except the Immediate Past President, shall be elected for terms not to exceed one (1) year at the regular Annual Meeting of the Board of Trustees by a majority of the Trustees voting in person. Nothing herein shall be deemed to disqualify any Trustee from being elected to one or more additional terms in a particular office, except that no Trustee may serve more than three (3) consecutive terms in office. If the election of officers shall not be held at the Annual Meeting of the Board of Trustees, such election shall be held as soon thereafter as is convenient. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified. Election or appointment as an Officer shall not itself create any contract or employment rights in such person.

### **Section 7.03 Resignation and Removal**

Any Officer may resign at any time by giving written notice to the Board of Trustees or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such

notice or at any later time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Any Officer or agent, elected or appointed by the Board may be removed by a majority vote of the Board with or without cause whenever in its judgment the best interests of the Corporation would be served thereby.

#### **Section 7.04 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the Board for the unexpired portion of the term.

#### **Section 7.05 President**

The President (Chairperson) shall have the general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and the supervision of the President. The President shall cause to be presented at each Annual Meeting of the Board a report of the condition of the affairs of the Corporation. The President shall cause to be called regular and special meetings of the Corporation in accordance with these By-Laws. The President or any individual designated by the President shall be the official spokesperson for the Corporation. The President shall set and distribute an agenda of all meetings. In the absence of the President, the Vice President or, if there is no Vice President, another officer designated by the President will preside at that meeting of the Board of Trustees. The President shall appoint committee chairpersons and members of the committees. The President may create ad hoc committees as needed. In the event of the resignation of the President, the Vice President shall serve as Acting President until the next regular or special meeting, at which time a successor President or any other successor officer shall be elected. The President shall sign all contracts and agreements in the name of the Corporation. The President shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law. The President may sign all checks, drafts, warrants or other orders for payment of money. **Unless provided for in the budgets, the President shall obtain prior approval of the Members for all expenditures in excess of \$2,500 and for all contracts calling for expenditures in excess of \$5,000.** In the event of resignation of an officer, the President shall appoint a Member as the Officer, until a successor is elected at the next regular meeting of the Board.

#### **Section 7.06 Vice President**

The Vice President (in the order so determined by the Board if there be more than one Vice President) shall have the authority to carry out the duties of the president in his or her absence, or in the event of a vacancy occurring in that office. A Vice President shall coordinate fundraising efforts of the Corporation.

### **Section 7.07 Secretary**

The Secretary shall be responsible for issuing notices of all meetings as required by these By-Laws and shall keep minutes for all meetings of the Board. The Secretary shall distribute these minutes to the Trustees no later than three (3) weeks following the meeting. The Secretary shall report on all changes in membership. The Secretary shall be the custodian of the records of the Corporation and of its seal, and shall affix the latter when required. The Secretary shall conduct the correspondence of the Board as directed by the Officers. The Secretary shall keep a record of the terms of office of each Trustee, each Member, and the voting representative of each contributing Member that is a business entity. The Secretary shall perform such other duties and possess such powers as are incumbent to the office or as shall be delegated to the Secretary by the President.

### **Section 7.08 Treasurer**

The Treasurer shall oversee all financial aspects of the operation of the Committee. The Treasurer shall also be empowered to sign, in the name of the corporation, all checks, drafts, warrants and orders for the payment of money. Unless provided for in the budget, the Treasurer shall obtain prior approval of the Members for all expenditures in excess of \$2,500. The Treasurer shall exhibit, at least ten (10) days subsequent to a written request to the office of the Corporation by any Member of the Corporation, during business hours, the books and accounts of the Corporation to such Member. The Treasurer shall render a statement of the condition of the Corporation to the Board of Trustees or any meeting of the Members upon request and shall render a full financial report, including preparation of an annual budget, at the Annual Meeting of the Members of the Corporation. The Treasurer shall keep correct books of account of all the Corporation's business and transactions. The Treasurer shall serve as chairperson on the Finance Committee. In the event of the resignation of the Treasurer, the President shall appoint an Acting Treasurer to serve until a successor is appointed at the next regular or special meeting of the Board. The Acting Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be delegated to the Treasurer by the President.

### **Section 7.09 Immediate Past President**

The Immediate Past President must be the individual who was the most recent previous President of the Corporation. The Immediate Past President shall have the same duties as a Vice President, except that the Immediate Past President shall not serve as President in the event of a vacancy in the Office of President. The Immediate Past President shall also provide advice and guidance to the Executive Committee and President from such individual's years of experience with the corporation and as a past President.

### **Section 7.10 Compensation**

Officers as such shall not receive any fee, salary or remuneration of any kind for their services in such capacity except as the Members may authorize by a majority vote at any meeting. However, such Officers may be reimbursed for reasonable expenses incurred with the approval of the Board of Trustees by a majority vote upon the presentation of vouchers.

### *ARTICLE VIII – ADVISORS*

### **Section 8.01 Appointment**

The Board of Trustees may appoint from time to time any number of persons as advisors to the Corporation to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board of Trustees, and shall have only such authority or obligations as the Board of Trustees may from time to time determine.

### **Section 8.02 Compensation**

No advisor of the Corporation, other than professional investment advisors, retained counsel and accountants, shall receive, directly or indirectly, any salary, compensation or emolument therefrom for any service rendered to the Corporation by such advisor, unless authorized by the concurring vote of two-thirds (2/3) of all the Trustees.

### *ARTICLE IX – CONTRACT AND OTHER DOCUMENTS*

### **Section 9.01 General**

The Members, except as otherwise required by law, the Certificate of Incorporation, or these By-Laws, may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

### **Section 9.02 Checks, Drafts, Loans, etc.**

All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by the Officers designated by resolution by the Board. No Officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, or other negotiable instrument, or endorse the same in the name of the corporation or contract or cause to be contracted any debt or liability in the name of or on behalf of the Corporation, unless duly authorized by the Board or these By-Laws. All bills payable, notes, checks or other negotiable instruments of the Corporation in excess of \$2,500 shall be signed by two of the following

individuals: President, Vice President, or Treasurer. All bills payable, notes, checks or other negotiable instruments of the Corporation of \$2,500 or less may be signed by one of the following individuals: President, or Treasurer.

### **Section 9.03 Deposits**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer may from time to time recommend subject to the approval of the Board of Trustees.

### **Section 9.04 Gifts**

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## *ARTICLE X – BUDGET*

### **Section 10.01 Income**

The operating funds of the Corporation shall be taken exclusively from charitable donations from individuals, religious institutions, organizations and businesses, grants and foundations and fundraising activities of the Corporation.

### **Section 10.02 Fiscal Year**

The fiscal year of the corporation shall run on a calendar year commencing on January 1<sup>st</sup> each year and ending on December 31<sup>st</sup> of that year.

### **Section 10.03 Preparation of the Budget**

The Executive Committee shall ascertain the projected needs and funds necessary for the continued operation of the Corporation and shall prepare a budget for submission to the Members no later than ten (10) days prior to its last meeting of the Corporation's fiscal year.

### **Section 10.04 Approval of the Budget**

The budget of the Corporation must be approved by at least a two thirds majority of the members of the Members present and voting at a meeting of Members called for that purpose.

### **Section 10.05 Adoption of the Budget**

The Members shall adopt a budget for the following fiscal year no later than January 31<sup>st</sup> of such fiscal year.



*ARTICLE XI – BOOKS AND RECORDS*

**Section 11.01**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Trustees, and committees having any authority of the Board of Trustees, and shall keep at the registered office a record giving the names and addresses of the Members and Board of Trustees. All books and records of the Corporation may be inspected by any Member, Trustee, or the Member's or Trustee's agent or attorney, for any proper purpose at any reasonable time.

*ARTICLE XII – ANNUAL AUDIT*

**Section 12.01**

The Corporation may provide for an annual audit of its accounts by an independent accountant to be chosen by the Board of Trustees.

*ARTICLE XIII – SEAL*

**Section 13.01**

The Board of Trustees shall provide a corporate seal which shall have thereon the name of the Corporation.

*ARTICLE XIV – INDEMNIFICATION*

**Section 14.01 Indemnification**

a. *Derivative Proceeding.* The Corporation may indemnify a Trustee, Officer, employee, Member in Good Standing, committee member, volunteer or agent of the Corporation against reasonable expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the said Trustee, Officer, employee, Member in Good Standing, committee member, volunteer or agent by reason of having occupied said office or position, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation. However, in said proceeding, no indemnification shall be provided in respect to any claim, issue or matter as to which he was liable for negligence or misconduct, unless and only to the extent that the Court having jurisdiction in which the proceeding was brought shall determine on application that despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses as the Court shall deem proper.

b. *Other Proceeding.* The Corporation may indemnify a Trustee, Officer, employee, Member in Good Standing, committee member, volunteer or agent against the person's reasonable expenses and liabilities in connection with any proceeding involving the person because he occupies or did occupy an office or position if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation; and with respect to any criminal proceeding, he had no reasonable cause to believe the conduct was unlawful. The termination of any 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 meet the applicable standards of conduct set forth above. The Corporation may indemnify the person against expenses to the extent that he has been successful on the merits or otherwise in any proceeding referred to above or in defense of any claim, issue or matter therein. Indemnification, unless ordered by the Court as above provided, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the person met the applicable standard of conduct set forth above. That determination shall be made (1) by the Board at a meeting at which is present a quorum determined without including Trustees who were parties to or otherwise involved in the proceeding acting by a majority vote of Trustees who were not parties to or otherwise involved in the proceeding or, if a quorum is not obtainable or even if obtainable and the quorum or the Board by a majority vote of the disinterested Trustees directs, then (2) by independent legal counsel in a written opinion, counsel to be designated by the Board of Trustees.

c. *Expenses.* Reasonable expenses incurred by a Trustee, Officer, employee, Member in Good Standing, committee member, volunteer or agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding if authorized by the Board of Trustees upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that the person is entitled to indemnification as provided herein.

d. *Claims for Indemnification.* If the Corporation determines that the person is not entitled to indemnification as above provided, the person may apply to a Court for an award of indemnification by the Corporation as provided in Title 15A Corporations, Nonprofit for the New Jersey statutes as may be then in effect.

#### **Section 14.02 Directors' and Officers' Liability Insurance**

For so long as such insurance is commercially available at commercially reasonable rates, the Corporation may procure and maintain for the benefit of its Trustees and Officers one or more policies of directors' and officers' liability insurance providing for such coverage in such limits of liability as may be recommended by the Corporation's insurance consultant and approved by the Trustees, which if procured shall at all events be sufficient to provide reasonably adequate protection to the trustees, officers and employees of the Corporation against the risks associated with their positions and responsibilities in and to the Corporation.

In the event any such policy of directors' and officers' liability insurance shall be cancelled or shall not be renewed, or if coverage thereunder shall be significantly reduced or curtailed, the Corporation shall immediately provide written notice thereof to each member of the Board of Trustees.

#### *ARTICLE XV – AMENDMENTS*

##### **Section 15.01 General**

Subject to New Jersey law and the Certificate of Incorporation, the power to make, alter, amend or repeal all or any part of these By-Laws is vested in the Members.

##### **Section 15.02 Proposed Amendments**

Amendments to these By-Laws may be proposed by the Executive Committee or by at least any ten (10) Members.

##### **Section 15.03 Notice**

Proposed amendments must be mailed to all Members within twenty (20) days of their proposal and at least thirty (30) days in advance of the applicable Member meeting. Notice shall state specifically the terms of the proposed amendment or amendments.

##### **Section 15.04 Ratification**

A vote on the proposed amendments shall be held at the next regular or special meeting of the Members. The affirmative vote of two-thirds (2/3) of the Members in favor of the amendment at the regular or special meeting of the Members shall be necessary to effect any such changes to the By-Laws. These By-Laws may also be amended, altered, repealed or added to by the unanimous written consent of all Members.

#### *ARTICLE XVI – CONFLICTS OF INTEREST*

##### **Section 16.01**

No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board or any committee thereof if such Trustee or Trustees or Officer or Officers, (hereinafter "interested Trustee or Officer") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless the material facts as to such interested Trustee's or Officer's interest in

such contract or transaction and as to any such common directorship, officership or financial or other interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Trustee or Officer even though the disinterested Trustees are less than a quorum.

#### **Section 16.02**

Notwithstanding Section 16.01, no member of the teaching staff at Whippany Park High School may serve as a Trustee with the right to vote or serve as an Officer.

### *ARTICLE XVII – FORCE AND EFFECT OF BY-LAWS*

#### **Section 17.01**

These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

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