



BY-LAWS OF COORDINATED FAMILY CARE OF MIDDLESEX COUNTY

ARTICLE I – NAME, TERRITORY, PURPOSE

Section 1. Name

The name of the corporation to which these bylaws apply is Coordinated Family Care of Middlesex County, a New Jersey, non-profit corporation.

Section 2. Territory

Coordinated Family Care (CFC) will normally only provide services to residents of Middlesex County, New Jersey, unless circumstances otherwise dictate, in the discretion of CFC, that services should properly be provided by CFC to residents of other counties or states.

Section 3. Purpose

The purpose of the organization is to provide child centered and strength based care management services while partnering with families to realize their vision, goals and full potential.

The Corporation may carry on any business permitted to a not-for-profit corporation under New Jersey Law, and permitted to a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE II – BOARD OF TRUSTEES

Section 1. Responsibilities; Composition; Term of Office:

Board of Trustees of Coordinated Family Care of Middlesex County, a non-profit Corporation of the State of New Jersey (the "Corporation"), shall consist of not less than nine (9) and up to no more than eighteen (18) persons. Each Trustee shall assume active Board responsibility for the operations of the organization and will not represent the interests of any other provider organization in this capacity. The Board of Trustees shall be comprised of no

less than one-third members whose children are currently or recent clients of the child serving system. The balance of members shall be representative of the community-at-large. Trustees shall be elected by a majority of the Board of Trustees. Each Trustee will serve a two-year term Board members may serve three (3) consecutive terms. At the completion of one-year off the Board, a former Trustee may request nomination for a Board position.

Section 2. Recording Meetings

Minutes will be taken at all Board of Trustees meetings and will be submitted in draft form within thirty (30) days for approval at the following Board meeting.

Section 3. Annual Meeting

The Board of Trustees will hold an annual meeting for the purpose of electing officers, networking on-going education, strategic decision planning and/or transacting such other business as necessary. The annual meeting shall be held on such date and time as determined by the Trustees.

Section 4. Special Meetings:

Special meetings of the Board of Trustees, for any purpose or purposes may be called by the Chair or a majority of the Trustees with a minimum of three (3) days notice.

Section 5. Regular Meetings:

- Meetings of the Board of Trustees shall be called by the Chair and may be held at the registered office of this corporation or at such other accessible place as the Chair may designate in the notice calling the meeting.
- The Board of Trustees will hold at least 6 regular meetings annually.
- Notice of the dates for regular meetings of the Board will be distributed at the annual meeting for the upcoming year.
- Notice of regular meetings of the Board shall be given via an agenda to each Trustee five (5) business days in advance of the meeting if by mail and two (2) business days in advance if by email, fax, voice or telephone.
- No notice shall be required; however, to conduct a meeting of the Board of Trustees should all Trustees be present at a particular time and place. Such a meeting shall be deemed a special meeting.

Section 6. Time and Place of Meeting:

All meetings of the Board of Trustees shall be held at such place as the Board of Trustees may determine.

Section 7. Quorum:

Fifty-one percent ($1/2 + 1$) of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting. In no event shall a majority consist of less than fifty-one percent ($1/2 + 1$) of the entire Board of Trustees.

Section 8. Manner of Acting:

Unless otherwise required by law, any action required to be taken by the Board of Trustees shall be authorized by a majority fifty-one percent ($1/2 + 1$) of the Trustees present at the meeting of the Board of Trustees when the action is taken.

Section 9. Number of Votes:

Each trustee shall be permitted to cast one vote on all matters on which he or she may vote.

Section 10. Proxy:

Trustees may not act by proxy.

Section 11. Action without a Meeting:

Any immediate action required may be taken without a meeting by written consent, email, or fax in accordance with and to the extent permitted by Title 15A of the New Jersey Statutes.

Section 12. Fees, Expenses, and Reimbursements:

Trustees shall not be paid fees or expenses for their services as trustees, except that the Board of Trustees shall be authorized to reimburse trustees for such out-of-pocket expenditures as they have made to assist this corporation in the conduct of its affairs.

Section 13. Amendment to By-Laws:

These by-laws may be amended by the vote of two-thirds ($2/3$) of all trustees. Any amendment shall be proposed in writing by the Board Development Committee and shall accompany the notice of the meeting at which the vote on such amendment is to be taken.

Section 14. Vacancies:

Any vacancy in the Board of Trustees as a result of death, disability, resignation, removal or otherwise, shall be filled by majority vote of the remaining Trustees.

Section 15. Power to Fill Vacancies:

The Board of Trustees shall have the power to fill any vacancy in any office occurring for any cause whatsoever by a majority vote of the board of Trustees.

Section 16. Removal of Trustees:

Any trustee may be removed from the Board of Trustees, at any regular or special meeting, by the affirmative vote of the majority of all trustees, for conduct detrimental to the interest of this corporation, for lack of commitment to its objectives, or for refusal to render reasonable assistance in carrying out its purposes, provided, however, that written notice of this proposed action is given five (5) business days prior to such meeting.

A trustee who does not attend, in person or by other electronic means, three (3) Board of Trustee or sub-committee in any consecutive twelve months prior will be deemed to have resigned effective upon the date of the fourth of such meetings the trustee failed to attend.

If an issue arises and a reasonable accommodation is needed, a request must be made to the Coordinated Family Care Executive Director and/or Executive Committee of the Board for consideration in advance of the meeting.

Section 17. Resignations:

1. To resign, a trustee should notify the Chair, in writing, at least one month prior to the effective date of such resignation; provided, however, that any other notice of resignation provided by a trustee to the corporation, whether oral or written, may also be a sufficient manner of resignation, and shall be effective as of the date and time indicated in any such notice.
2. Whenever a member of the Board of Trustees shall resign, he/she shall also be deemed to have resigned to any office which he/she holds in this corporation.

Section 18. Telephonic Participation at Meetings of the Board:

Any or all Trustees may participate in a meeting of the Board of Trustees or any committee by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other. Participation at a meeting pursuant to this section shall constitute presence in person for all purposes.

If the call is disconnected due to phone issues and this Trustee constitutes a quorum, all votes not already completed will be deferred until a quorum is present.

A trustee who does not attend in person, or by other electronic means, three (3) Board of Trustee or sub-committee in any consecutive twelve months prior will be deemed to have resigned effective upon the date of the fourth of such meetings the trustee failed to attend.

ARTICLE III – CONFLICTS OF INTEREST

Section 1. Financial or Personal Interest.

No Trustee, either on his own behalf or the behalf of any other person, shall have any financial or personal interest in any proposed business or transaction of the Foundation. No Trustee shall accept any gift, whether in form of service, money, thing, favor, loan, or promise, that would not be offered or given to him if he were not a Trustee.

Section 2. Definitions.

1. *Interested Person* – Any Trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any business or services provided by or arranged for by the Corporation, he or she is an interested person with respect to all the Corporation's business.
2. *Financial Interest* – A person has a financial interest if the person has, directly or indirectly, through business, investment or family—
 - a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
3. *Compensation* – Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
4. A financial interest is not necessarily a conflict of interest. A person who has financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists; however the duty to disclose the potential conflict exists and must be exercised regardless of the actual outcome of such board or committee's decision.

Section 3. Procedures.

1. *Duty to Disclose* – In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the trustees and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. *Determining Whether a Conflict of Interest Exists* – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. No interested person may participate in the deliberation or attempt to influence the Corporation’s deliberation on any business in which the interested person has a conflict, regardless of whether such deliberation ultimately leads to a vote or other action upon such business.

Section 4. Procedures for Addressing Conflicts Of Interest.

1. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the deliberation upon, discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. Whenever the performance of his or her official duties as Trustee shall require him or her to deliberate and vote on any matter involving his financial or personal interest in any proposed business or transaction, he/she shall disclose the nature and extent of such interest and disqualify him/herself from participating in the deliberation as well as in the voting.
 - a. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation’s best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
2. *Violations of the Conflict of Interest Policy*
 - a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the member and making such further investigations as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings.

The minutes of the board and all committees with board delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6. Compensation.

1. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A physician or other healthcare professional who is a voting member of the Board of Trustees and receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's and other physician's and healthcare professional's compensation. No physician, healthcare professional, physician trustee or healthcare professional trustee, either individually or collectively, is prohibited from providing information to the Board of Trustees regarding physician compensation.
3. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
4. Physicians or other healthcare professionals who receive compensation, directly or indirectly, from the Corporation, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician or other healthcare professional, either individually or collectively, is prohibited from providing information to any committee regarding physician or healthcare professional compensation.

Section 7. Annual Statements.

Each Trustee, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. has received a copy of the conflict of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that The Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews.

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable; and are the result of arm's-length bargaining.
2. Whether acquisitions of physician practices and other provider services result in the inurement or impermissible private benefit.
3. Whether partnership and joint venture arrangements and arrangements with management service organizations and physician hospital organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.
4. Whether agreements to provide health care and agreements with other health care providers, employees, and third party payors further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section 9. Use of Outside Experts.

In conducting the periodic reviews provided for above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 10. Vendors.

The Corporation shall exercise care in the choice of vendors to provide services to and/or on behalf of the Corporation. Specifically:

1. The Corporation shall not use "single source" vendor selection unless the services desired from the single source vendor are reasonably necessary to the Corporation's mission, substitute services are not reasonably effective to meet the Corporation's goals, and the single source vendor's pricing and other terms of engagement have been reviewed by the Board and determined to be fair and reasonable.

- a. Whenever possible, the Corporation shall entertain a minimum of three (3) confidential bids for the performance of services and/or the provision of goods to the Corporation, and the Corporation shall choose the lowest responsible bidder to provide such goods and/or services.
2. Vendors to the Corporation (including consultants) shall not recommend or otherwise endorse their own business to the Corporation for other lines of business, unless the recommendation for the new business complies with the terms of the single source rule exception noted above. Furthermore, vendors shall not recommend businesses in which the vendor has a direct or indirect financial interest, either as an owner, director, trustee, partner, manager, employee, agent or contractor, unless the interest has been specifically identified to the Board in writing, prior to such recommendation, and the recommendation itself complies with the single source exception noted above.

ARTICLE IV - COMMITTEES

Section 1. Board Committees and Ad Hoc Committee:

The Board of Trustees, by a majority vote of the Trustees, may appoint from among the Trustees one or more additional committees. To the extent provided in such vote, each such committee shall have and may exercise all the authority of the Board of Trustees, subject to the limitations on the permissible scope of the power of any such committees imposed by law. The Board of Trustees, by vote adopted by a majority of the Trustees, may fill any vacancy in any committee; abolish any committee at any time, with or without cause. Such removal shall be based on the business interests of the Corporation and/or to prevent the possible or potential appearance of any conflict of interest.

Section 2. Serving on a Committee

Committee members will be given priority as to their committee of choice. However, the final decision will be made by the Executive Committee based on organizational need. Committee members will serve a minimum of one (1) year on a committee and thereafter remain or request a change to a different committee, or be reassigned based on organizational need and member skill set.

Committee chairs' will remain in their role for a minimum of two (2) years and then may be reassigned based on organizational need and opportunities at the discretion of the Executive Committee.

Ad Hoc Committees:

- 1.) Shall be appointed for a specific purpose.
- 2.) Shall be appointed for a specific defined time not to exceed 6 months.

- 3.) Shall include at least one (1) Board member.
- 4.) May include non-Board volunteers and staff assigned by the Executive Director and/or Board Chair as appropriate for the defined purpose (i.e. Ad Hoc members).

Standing Committees:

- 1.) Shall include at least two (2) Board members.

Executive Committee

The Executive Committee consists of all Board Officers (Board Chair, Vice-Chair and Treasurer, Secretary/Recorder and Board Development Workgroup Chair). The purpose of this committee is to make decisions on behalf of the Board of Trustees on time-critical administrative and policy matters that arise between Board meetings. It is not intended to diminish the authority or decision-making power of the full Board of Trustees.

The Executive Committee can also be used by the Executive Director as a source of guidance in instances where he/she might otherwise have to make time sensitive decisions that potentially carry an organization-wide needing Board approval. Meetings of the Executive Committee can also be used by the Executive Director are to occur two (2) times per year or may also be called by the Executive Director or by any Executive Committee member should the need arise.

The committee reviews formal written grievances against the Executive Director with legal advice or when an employee formally appeals a decision by the Executive Director to the Board.

This committee established annual performance objectives for the Executive Director; conducts annual performance review of the Executive Director and recommends annual compensation for Board approval.

The Executive Committee shall keep notes of its meetings and shall report all actions taken by it immediately to the Board of Trustees at the first meeting of the Board following the taking of such action.

Finance Committee

The Finance Committee shall be chaired by the Treasurer. This committee conducts quarterly reviews of the organizations finances; review budgets initially prepared by staff to help develop appropriate procedures for budget preparations and a consistency between the budget and the organization's plans; Report to the Board, any financial irregularities, concerns and opportunities; Recommends financial policy and guidelines to the Board; Work with staff to design financial reports and ensure that reports are accurate and timely; oversee short and long-term investments; Recommends selection of the auditor on an annual basis; Advises the Executive Director and other appropriate staff on financial priorities and information systems; Monitors financial records; Reviews and oversees the creation of accurate, timely and meaningful financial statements to be presented to the Board; Monitors compliance with federal, state and other reporting requirements; Assists the full Board to understand the organization's finances and ensures Board involvement in the budget process and quarterly financial oversight;

Provides oversight of the organization's financial audit; Monitors implementation of financial policy; Monitors budget assets; Ensures that the organization maximizes external reimbursement.

Board Development Committee

The Chair of this committee sits on the Executive Committee. This committee prepares priorities for Board composition and identifies needs; Identifies and cultivates prospective Board members and recruits candidates who are willing to serve; Recommends appropriate candidates to the Board; Recommends a slate of officers to the Board and oversees the election of Board members; Develops and conducts orientation sessions for new Board members and organizes training sessions for the entire Board on a quarterly basis or as needed; Suggests new non-Board individuals for committee membership; Is responsible for the general affairs of the Board; Initiates the Board's self-assessment; Periodically reviews and updates the Board's policy guidelines and practices; Ensures that all Board members have an identified role related to their interests/expertise and the priority work of the organization; Develops a Board of Trustees Handbook for all Board members; Ensures that there is a minimum full Board of nine (9) members which includes at least one-third (1/3) family member representation, working towards a maximum Board of 15 members

Quality Improvement Committee

Chaired by a member of the Board of Trustees the Quality Improvement Committee provides qualitative oversight of and feedback to key processes as defined by the organization's contracts and guiding documents; they review agency and state reports and ensure that this data is integrated into clinical and agency wide decision making; make recommendations for and oversee implementation of new agency wide initiatives that seek to quantify or improve organizational performance in any area the committee or Board deem necessary; They advise the full Board and Executive Director in developing, reviewing and approving relevant policies, procedures, guiding documents and agency wide initiatives; Assist the organization in the development of annual goals and processes to track performance including the Strategic Planning process in conjunction with the Board Development workgroup.

Strategic Planning Work Group (Ad-Hoc)

This work group leads the Board and staff in identifying organizational priorities and goals; Creates a mechanism for monitoring progress; Works with Board members and staff to review and revise the strategic plan as priorities change; Submits revised plans to Board for approval.

Human Resources Work Group (Ad-Hoc)

This group recommends, drafts, and/or makes revisions to personnel policies suggested by the organization for Board approval; Approves annual salary structure and annually reviews salary

expenditures and incentives or bonuses and makes appropriate recommendations to the Board; Reviews the benefits package and recommends changes to the Board for approval by analyzing other CMO packages; ensures annual Performance Review process of all employees and reviews aggregate data and reports the results to the Board; This work group meets at least one time annually.

Section 3. Removal of a Committee Member:

Any trustee may be removed from a Committee for conduct detrimental to the interest of this corporation, for lack of commitment to its objectives, or for refusal to render reasonable assistance in carrying out its purposes, provided, however, that written notice of this proposed action is given five (5) business days prior to such meeting.

If such an action is required, the Committee Chair shall make a recommendation of such in writing to the Board Chair.

A trustee who does not attend, in person or by other electronic means, three (3) Board of Trustee or sub-committee in any consecutive twelve months prior will be deemed to have resigned effective upon the date of the fourth of such meetings the trustee failed to attend.

If an issue arises and an accommodation is needed, a request must be made to the Coordinated Family Care officers for consideration in advance of the meeting.

Section 4. Resignations

1. To resign, a trustee should notify the Chair, in writing, at least one month prior to the effective date of such resignation; provided, however, that any other notice of resignation provided by a trustee to the corporation, whether oral or written, may also be a sufficient manner of resignation, and shall be effective as of the date and time indicated in any such notice.
2. Whenever a member of the Board of Trustees shall resign, he/she shall also be deemed to have resigned to any office which he/she holds in this corporation.

ARTICLE V - OFFICERS

Section 1. Election, Term

At a scheduled Board meeting the Board of trustees shall elect as officers of the Corporation, a Chair of the Board, a Vice Chair, a Treasurer, Secretary/Recorder and such officers or agents as it shall deem necessary or desirable. For any reason deemed sufficient by the Board of Trustees, occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer of Trustee, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or these by-laws to executed, acknowledged or verified by two or more officers. Officers shall hold office in the

same position for two years or until their successors are elected and qualified, not subject to earlier termination by removal or resignation, and not to exceed six (6) months.

Section 2. Removal, Vacancies:

Notwithstanding Section 7 of Article II, any officer elected or appointed by the Board of Trustees may be removed by a majority vote of the Trustees then in office (as opposed to a majority of Trustees present at a meeting of the Board of Trustees), whenever in the judgment of the Board of Trustees the business interests of the Corporation will be served thereby. Any vacancy occurring among officers, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 3. Chair:

The Chair of the Board of Trustees shall be elected by and from a majority of the membership of the Board of Trustees at a scheduled Board of Trustee meeting. The Chair shall preside at all meetings of the Board of Trustees, and shall be an ex-officio member of all standing committees. The Chair shall perform all other duties and enjoy all other powers which are commonly incident to the office, or are delegated by the Board of Trustees, or are or may at time be authorized or required by law.

Section 4. Vice Chair:

The Vice Chair shall be selected by and from a majority of the membership of the Board of Trustees at a scheduled Board of Trustee meeting. The Vice Chair shall preside at all meetings of the Board of Trustees in the absence of the Chair. He/she shall in general perform all other duties and enjoy all other powers incident to the office of Vice Chair, or are delegated by the Board of Trustees, or the Chair, or are or may at any time be authorized or required by law.

Section 5. Treasurer:

The Treasurer of the Board of Trustees shall be elected by and from a majority of the Board of Trustees at a scheduled Board of Trustee meeting. The Treasurer shall be responsible for overseeing the funds and securities of the corporation, shall ensure that regular books of account for the Corporation are maintained and shall perform such other duties and possess such other powers as are incident to the office of Treasurer or as shall be assigned by the Executive Director or by the Board of Trustees.

Section 6. Secretary/Recorder:

The Secretary/Recorder of the Board of Trustees shall be elected by and from a majority of the Board of Trustees at a scheduled Board of Trustee meeting. The Secretary/Recorder shall be responsible to ensure that all documents are filed on time to meet contractual obligations and ensure that the fiduciary responsibility of the Board has been met.

Section 7. Executive Director:

The Board of Trustees shall select and appoint the Executive Director of the Corporation who shall serve as the Chief Executive Officer and who, subject to the control of the Board of Trustees, shall in general direct and supervise all of the business and affairs of the Corporation and shall see that all orders and resolution of the Board are carried into effect. The Executive Director may enter into and execute in the name of the Corporation contracts or other instruments in the regular course of business which are authorized, either generally or specifically, by the Board of Trustees. The Executive Director shall have the general power and duties of management usually vested in the office of the Executive Director of a corporation.

The Executive Director shall not be a member of the Board of Trustees by reason of the office. He/she shall attend personally or by designee all meetings of the Board of Trustees.

ARTICLE VI – INDEMNIFICATION AGAINST LIABILITIES AND EXPENSES

Section 1. Indemnification:

The Corporation shall indemnify all Trustees and officers of the Corporation and all members of all committees established by the Board of Trustees (the “Indemnities”) against all expenses and liabilities in connection with any proceeding involving an Indemnitee by reason of his or her being or having been a Trustee or committee member, other than a proceeding by or in the right of the Corporation if: (a) such Indemnitee acted in good faith in a manner he or she reasonably believed to be not opposed to the best interest of the Corporation; and (b) with respect to any criminal proceeding, such Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Definitions:

All terms used herein shall have the meaning attributed to such terms set forth in N.J.S.A.15A: 3-4.

Section 3. Scope of Indemnification:

It is intended that the Indemnitee’s rights of indemnification provided hereunder shall be as broad as permitted under the laws of the state of New Jersey. Without limiting the foregoing, the corporation herewith adopts the provisions of N.J.S.A. 15A: 3-4 as though fully herein set forth; wherever said statute permits the Corporation to provide indemnification of an Indemnitee, this bylaw shall be deemed to require such indemnification to be provided by the Corporation to the Indemnitee.

ARTICLE VII – EXECUTION OF DOCUMENTS

Section 1. Commercial Paper:

All checks, notes, drafts and other commercial paper of the Corporation shall be signed by the Executive Director and/or the Operations Manager of the corporation or by such other person or persons as the Board of Trustees Chair may from time to time designate, in accordance with the Board resolution as to signatures required as stated in the Finance Policy and Procedure Manual.

Section 2. Other Instruments:

All deeds, mortgages and other instruments shall be executed by the Executive Director of the Corporation and/or by the Board Chair, or such other person or persons as the Board Chair may from time to time designate from the current organization's policies and procedures.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall be the one-year period beginning on the first day of July and ending on the last day of June in each year.

Section 1. Public Inspection of Annual Returns /Annual Audit:

The corporation shall make available for public inspection a copy of its three most recent Form 990 described in Code section 501 (c) (3) and upon request shall provide copies of such returns and other documents as may be required by law.

ARTICLE IX - CONTRIBUTIONS AND DISSOLUTION

Section 1. Contributions.

The corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the corporation's purpose as hereinabove stated. The corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

Section 2. Dissolution of the Corporation.

Upon dissolution of the corporation, the Board of Trustees shall utilize the corporation's assets for the purpose of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the corporation's purpose as hereinabove stated, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, education, or religious purposes so as to qualify as an



exempt organization under section 501(c)(3) of the Internal Revenue Code or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.

ARTICLE X - BOOKS, RECORDS AND REPORTS

Section 1. Report to Trustees.

The Corporation shall make available for inspection during normal business hours an audit report to the Trustees of the Corporation not later than six (6) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records.

Any person who is a Trustee of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the reasonable written request of any Trustee, the Corporation shall mail to such trustee a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within six (6) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Trustee, in person or by agent.

ARTICLE XI - NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Trustees or Officers without full consideration. No Trustee of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Trustees and Officers without violating this provision. Furthermore, the Corporation shall only provide services and engage in conduct consistent with the Corporation's status as an entity described in Section 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE XII - OTHER MATTERS

Section 1. Effect of Heading.

Headings have been used throughout these bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the corporation's bylaws.

Section 2. Gender and Number.

The masculine singular has been used throughout these bylaws as a matter of convenience. All such words shall be read to include more than one gender or person as the context may require.

Section 3. Applicability of New Jersey Law.

The corporation has been formed pursuant to the laws of the State of New Jersey. These bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

Section 4. Presumption of Assent.

A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 5. Action without Meeting.

Any action of the Board of Trustees may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

Section 6. Purpose of Bylaws.

These bylaws establish rules and procedures for conducting the affairs of the corporation. They are binding on the Board of Trustees, on members of any committees established by the Board, and on the corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these bylaws 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.

Section 7. Rules of Procedure.

Unless otherwise provided in the By-Laws, any question with reference to procedure at meetings of the Corporation, the Trustees or committees thereof, shall be determined in accordance with the Robert's Rules of Order.

