

**By-Laws  
Of  
The Sailing Club, Inc.  
(A New Jersey Nonprofit Corporation)**

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**Of**  
**The Sailing Club, Inc.**  
**(A New Jersey Nonprofit Corporation)**

**Article 1:**        **Name and Seal**

**1.1**        **Name.** The name of this corporation is The Sailing Club, Inc., a nonprofit corporation organized and existing pursuant to the laws of the State of New Jersey.

**1.2**        **Purpose.** The purpose of the corporation is to serve as a means through which its members can participate in the sport of sailing, develop sailing skills and learn about safe sailing.

**1.3**        **Offices.** The principal office of the corporation shall be at such specific location within the State of New Jersey as the Executive Council may from time to time determine.

**1.4**        **Status and Affiliation.** The corporation shall be a nonprofit organization. It may, at the option of the Board of Trustees, become affiliated with other nonprofit corporations. If affiliated with other organizations, the corporation shall remain autonomous, shall operate under its own By-Laws, shall determine and control its own budget and shall collect and disburse its own funds.

**Article 2:**        **Executive Council**

**2.1**        **Executive Council.** The affairs and business of the corporation shall be managed by the Executive Council, otherwise known as the Board of Trustees in the Certification of Incorporation (hereinafter referred to as the "Board") which shall consist of not fewer than three (3) and not more than twenty-five (25) Trustees as shall be determined from time to time by the Board. Each Trustee must be a member of the corporation during the Trustee's term on the Board. Trustees are expected to be in attendance at all Board meetings. Any Trustee who is not present in person or by proxy at two (2) regularly scheduled Council meetings per year may be requested to resign by the Commodore.

**2.2**        **How Elected and Term of Office.** There shall be two (2) classes of Trustees to be known as the "Officers" and the "Members at Large".

The class known as the Officers shall consist of a Commodore, Vice Commodore, Treasurer, Membership Secretary, Charter Liaison and Past Commodore or any additional officer positions as determined by the Board. The class known as the Members at Large shall consist of not more than nineteen (19) members of the corporation.

The class known as the Officers (except the Past Commodore) shall be elected by the Members at the Annual Meeting of the Corporation. The term of office of the Officers shall be for a period of two (2) years or until a successor has been duly elected and qualified.

The class known as the Members at Large shall be elected as follows: Up to 25% may be appointed by the current officers not more than 60 days prior to the Annual Meeting of the Corporation and the remaining percentage shall be elected by members at the Annual Meeting of the Corporation. The term of office of the Members at Large shall be for a period of one (1) year or until a successor has been duly elected or appointed. The term of office of all of the Members of the Board shall be defined as April 1st through March 31st.

However, the initial Board shall consist of five (5) Officers, a Commodore, Treasurer, Charter Liaison, Membership Secretary and Past Commodore as well as seven (7) Members at Large. At the determination of the initial Board, three (3) Officers will have one (1) year terms and the other two (2) Officers will have two (2) year terms. Also at the determination of the initial Board, three (3) Members at Large will have two (2) year terms and four (4) Members at Large will have one (1) year terms. Such staggered terms of the initial Board members will ensure both change and continuity.

**2.3**        **Duties of Trustees.** The Board of Trustees shall have control and general management of the affairs and business of the corporation. The Trustees shall in all cases act as a Board, regularly convened, by a quorum, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper and not inconsistent with the corporation's Certificate of Incorporation, these By-Laws and the laws of the State of New Jersey.

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**2.4** **Vacancies.** Vacancies in the Board occurring between Annual Meetings (except for a vacancy resulting from an increase in the number of Trustees) shall either: 1) be filled for the unexpired portion of the term by the affirmative vote of a majority of the remaining Trustees at a meeting called for the purpose of filling said vacancy, or 2) result in a reduction in the number of Trustees, provided that the Board, by resolution duly adopted, votes to reduce the number of Trustees in a manner not inconsistent with Section 2.1.

**Article 3:** **Meetings of the Corporation**

**3.1** **Annual Meetings.** The Annual Meeting of the Members for the election of Trustees and Officers and such other business as may come before the meeting shall be held each year on the last Friday of March at the principal office of the corporation or at such other time or location as may be chosen by the Board. Such meeting shall be held upon not less than ten (10) nor more than sixty (60) days' written notice of the time, place, and purpose of the meeting.

**3.2** **Trustees' Meetings.** Regular meetings of the Board of Trustees shall be held at such times and at such places as the Board of Trustees may, by resolution adopted at any prior meeting, determine. At a minimum, the Board will meet four (4) times per year. All regular meetings of the Board may be open to the general membership. Special meetings of the Board for any purpose or purposes may be called at any time by the Commodore, and shall be called by the Commodore or the Membership Secretary at the request of any three of the Trustees. The Commodore, or in his absence, the Vice Commodore shall preside at all meetings of the Board. In the absence of both the Commodore and Vice Commodore, a chairman chosen by a vote of those officers present shall preside.

**3.3** **Notice of Meetings.** Notice of regular meetings of the Board of Trustees shall be given by service upon each trustee either in person or by mailing to such Trustee at his or her last known Post Office address, postage prepaid, not less than five (5) days before the date herein designated for such meeting, including the day of mailing, a written notice specifying the time and place of the meeting.

Notice of special meetings of the Board of Trustees shall be given either personally or by telephone or telegraph on at least two (2) days' notice or upon not less than four (4) days' notice given by depositing the notice in the mail, postage prepaid. Such notice shall specify the time and place of the meeting.

Notice of regular meetings and notice of special meetings may be made by any other written conveyance that indicates when and to whom sent.

**3.4** **Waivers of Notice of Board Meetings; Adjournments.** Notice of a meeting need not be given to any Trustee who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment. Board members not present at the meeting adjourned shall be notified of the adjourned meeting date.

**3.5** **Action without Meeting.** The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each Trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

**3.6** **Meeting by Telephone.** The Board or a committee of the Board may participate in a meeting of the Board or of such 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.

**3.7** **Quorum.** Two-thirds of the number of the Trustees shall constitute a quorum of the Board for the transaction of business; but in the event that a quorum is not present, a lesser number may adjourn the meeting to some future time, not more than fifteen (15) days later. In determining a quorum, only those present in person shall be counted. Those present by proxy shall not be counted when determining a quorum. The act of a majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board.

**3.8** **Trustee Proxies.** Every Trustee entitled to vote at a meeting of the Board of Trustees may authorize another trustee or trustees to act for the trustee by proxy.

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Every proxy shall be executed in writing by the trustee, except that a proxy may be given by a trustee by telegram or cable or its equivalent. No proxy shall be valid for more than one (1) month, unless a longer time is expressly provided therein, but in no event shall a proxy be valid after six (6) months from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will.

A proxy shall not be revoked by the death or incapacity of the trustee, but such proxy shall continue in force until revoked by the personal representative or guardian of the trustee.

The presence at any meeting of any trustee who has given a proxy shall not revoke such proxy unless the trustee shall file written notice of such revocation with the secretary of the meeting prior to the voting of such proxy.

**3.9 Quorum of Members.** Unless otherwise provided in the Certificate of Incorporation or the New Jersey Nonprofit Corporation Act, the members in attendance at a meeting shall constitute a quorum at any meeting of the members.

The members present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn.

**3.10 Voting by Members.** Each member shall be entitled to one vote on each matter submitted to a vote of members, unless otherwise provided in the Certification of Incorporation, and unless such right to vote is otherwise legally suspended or withheld pursuant to these by-laws or the Certificate of Incorporation. A Household member is entitled to one vote regardless of how many individuals reside at the residence.

All items to be voted on by the general membership must be presented by a member, in writing, to the Board at least thirty (30) days prior to the Annual Meeting. A Majority vote of the Board is required to bring an item to the general membership for a vote.

**3.11 Votes Required.** (a) Whenever any action, other than the election of Trustees, is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon, unless a greater plurality is required by the Certificate of Incorporation or the New Jersey Nonprofit Corporation Act. (b) Except as otherwise provided by the Certificate of Incorporation, Trustees and others shall be elected by a plurality of the votes cast at an election. In the event of a tie, the election shall be decided by a coin toss supervised by the Chair of the Nominating Committee.

**3.12 Action by Members Without a Meeting.** Except for any action to be taken pursuant to Chapter 10 of the New Jersey Nonprofit Corporation Act (“Merger, Consolidation and Sale of Assets”), any action required or permitted to be taken at a meeting of members may be taken without a meeting if all members entitled to vote thereon consent thereto in writing, and such action shall have the same effect for all purposes as if such action had been taken at a meeting of members.

No action pursuant to Chapter 10 of the New Jersey Nonprofit Corporation Act shall be taken without a meeting unless (1) All members entitled to vote thereon consent thereto in writing, or (2) if (a) all members entitled to vote thereon consent thereto in writing, (b) the Corporation provides to all other members advance notification setting forth the proposed action consented to, (c) the proposed action is not consummated before the expiration of ten (10) days after the giving of the notice and (d) the notice sets forth the existence of the ten (10) day period.

Except as otherwise provided in the Certificate of Incorporation, any action required or permitted to be taken at a meeting of members other than the annual election of the Trustees, may also be taken without a meeting upon the written consent of members who would have been entitled to cast the minimum numbers of votes which would be necessary to authorize such action at a meeting at which all members entitled to vote thereon were present and voting, provided (1) the Corporation provides to all other members advance notification setting forth the proposed action consented to, (2) the proposed action is not consummated before the expiration of ten (10) days from the giving of the notice and twenty (20) days from the giving of the notice in the case of any action taken pursuant to Chapter 10 of the New Jersey Nonprofit Corporation Act and (3) the notice sets forth the existence of such ten (10) day period.

Any action taken pursuant to this section shall have the same effect for all purposes as if the action had been taken at a meeting of the members.

Whenever action is taken pursuant to this section, the written consents of the members consenting

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thereto or the written report of inspectors appointed to tabulate such consents shall be filed with the minutes of proceedings of members. If any provision of the New Jersey Nonprofit Corporation Act requires the filing of a certificate upon taking of an action by members, and such action is taken in the manner authorized in this section, such certificate shall state that such action was taken without a meeting pursuant to the written consents of the members and shall set forth the number of votes represented by such consents.

**3.13 Place of Meetings of Members.** All meetings, regular and special, of the members shall be held at such place as shall be specified in the notice of meeting.

**3.14 Special Meetings of Members.** Special meetings of the members may be called by the Board of Trustees and by the Commodore.

**3.15 Notice of Meetings of Members.** Written notice of every meeting of members shall be given, personally or by mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting. Such notice shall state the time, place and purpose or purposes of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and, at the adjourned meeting, only business shall be transacted as might have been transacted at the original meeting. If after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section 9.

**3.16 Waiver of Notice or Lapse of Time.** Notice of a meeting need not be given to any member who signs a waiver of such notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that member. Whenever members are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without such lapse if such requirement is waived in writing, in person or by proxy, before or after the taking of such action, by every member entitled to vote thereon as at the date of the taking of such action.

**3.17 Record Date.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to give a written consent to any action without a meeting, or for the purpose of determining members entitled to receive or enjoy any benefit or right, or for the purpose of any other corporate action or event, the Board of Trustees may fix, in advance, a date as the record date for any such determination of members. Such date may in no case be more than sixty (60) days prior to the meeting of members or other corporate action or event to which it relates. The record date for meeting of members may not be less than ten (10) days before the date of the meeting. The record date to determine members entitled to give a written consent may not be more than sixty (60) before the date fixed for tabulation of consents or, if no date has been fixed for tabulation, more than sixty (60) days before the last day on which consents received may be counted. In the event that no such record date shall be fixed by the Board, the record date shall be as provided in the New Jersey Nonprofit Corporation Act.

**3.18 Member Proxies.** Every member entitled to vote at a meeting of members or to express consent without a meeting may authorize another person or persons to act for the member by proxy.

Every proxy shall be executed in writing by the member or his or her agent, except that a proxy may be given by a shareholder or the member's agent by telegram or cable or its equivalent. No proxy shall be valid for more than eleven (11) months, unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three (3) years from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will.

A proxy shall not be revoked by the death or incapacity of the member but such proxy shall continue in force until revoked by the personal representative or guardian of the member.

The presence at any meeting of any member who has given a proxy shall not revoke such proxy unless the member shall file written notice of such revocation with the secretary of the meeting prior to the voting of such proxy.

A person named in a proxy as the attorney or agent of a member may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as an attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the secretary of the

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corporation.

**Article 4: Membership**

**4.1 Classes of Membership.** Membership in the corporation is open to anyone who is interested in sailing, who completes the required membership application and who pays the membership dues. The membership of the corporation shall be divided into two classes of members, "Individual Members", which consist of any individual who joins the Club individually and "Household Members" which consist of a group of individuals residing at the same address who join the Club as a group. Membership in the corporation will not be denied to anyone due to race, color, sex, religious beliefs or sexual orientation.

**4.2 Membership Dues.** Dues shall be established annually by the Board and any changes thereto shall be approved by a majority vote of the general membership.

**4.3 Liabilities of Members.** The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation. A member shall be liable to the Corporation only to the extent of any unpaid portion of membership dues or assessments which the Corporation may have lawfully imposed, or for any other indebtedness owed by the member to the Corporation.

**Article 5. Committees of the Board**

**5.1 Standing Committees.** The Commodore shall, with the advice and consent of the Board, appoint committees in order to carry out the purpose of the corporation. The standing committees may include, but not be limited to a Continuing Education, Database Resources, Finance, Mailing, Newsletter, Promotions, Social Events, Training, Volunteer Coordinator and Nominating Committee.

Each standing committee shall consist of one or more persons who may include Trustees, members of the corporation or other interested persons in the general public. Each committee shall include at least one member of the Board of Trustees who shall also be the Chairperson. The Chairperson shall be appointed by the Commodore. Any committee member may succeed himself or herself in such capacity. Members can volunteer to work on a standing committee at any time. Initial sign-ups will be at the Annual Meeting.

Actions taken at a meeting of any committee shall be kept in a record of its proceedings which shall be reported to the Board from time to time.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Any act of any committee which has members who are not Trustees shall be advisory and shall not bind the Board or the corporation but shall be subject to Board approval. Notwithstanding the foregoing, no committee can take the following actions:

- 1) Make, alter or repeal any By-laws of the corporation;
- 2) Elect or appoint any officer or trustee or remove any officer or trustee;
- 3) Make any grants or distributions of funds; or
- 4) Amend or repeal any resolution previously adopted by the Board.

**5.2 Nominating Committee.** At least three (3) months prior to the Annual Meeting, the Commodore shall appoint, subject to a majority approval of the Board, a Nominating Committee. The Nominating Committee shall nominate a slate of candidates for open positions of Officers and Members at Large Trustees. Those approved as candidates by the Board will be presented for election to the members of the Corporation prior to the next annual meeting

**5.3 Ad Hoc Committees.** The Board of Trustees 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 operation or to supervise and coordinate specified activities of the corporation.

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**Article 6:        Officers**

**6.1        Number and Qualification.** The members of the corporation shall elect the following officers of the corporation: Commodore, Vice-Commodore, Membership Secretary, Charter Liaison and Treasurer. The Past Commodore shall also serve on the Board as an ex-officio member with full privileges. The Board of Trustees, at any meeting thereof, may elect one or more Officer's Assistants as the Board may deem appropriate to carry out the purposes of the Corporation. These appointed positions shall not have voting privileges at any Board meetings.

The title of 'Commodore' corresponds to the title of 'President' of the Corporation, the title of 'Vice-Commodore' corresponds to the title of 'Vice-President of the Corporation and the title of 'Membership Secretary' corresponds to the title of 'Secretary' of the Corporation.

**6.2        Election.** The class known as the Officers (except the Past Commodore) shall be elected by the Members at the Annual Meeting of the Corporation. The term of office of the Officers shall be for a period of two (2) years or until a successor has been duly elected and qualified. Elections shall be conducted by secret ballot. Ballots shall be sent to all individual and household members by mail not less than thirty (30) days prior to the Annual Meeting. Ballots must be received no later than the day immediately preceding the day of the Annual Meeting to be considered valid. At the determination of the Board, Officers terms shall be staggered.

**6.3        Duties of Officers.** The duties and powers of the officers of the corporation shall be as follows:

**Commodore:** The Commodore shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board and the members of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the Commodore. The Commodore shall present at each Annual Meeting of the Trustees a report of the condition of the affairs of the corporation. He or she shall cause to be called regular and special meetings of the corporation in accordance with these By-laws. The Commodore shall see that the books, reports, statements, and certificates required by the statutes are properly kept, made and filed according to law. He or she shall enforce these By-laws and perform all the duties incident to the position and office and which are required by law. The Commodore shall be an ex-officio member of all committees.

**Vice Commodore:** The Vice Commodore shall preside at the meetings of the Board and members of the Corporation and perform the duties and exercise the powers of the Commodore in the absence of the Commodore and shall have such duties and possess such authority as may be delegated to the Vice Commodore by the Commodore. The Vice-Commodore shall also oversee the keeping of the minutes for all meetings of the Board in appropriate books and distribute them accordingly.

**Membership Secretary:** The Membership Secretary shall oversee the issuing of notices of all meetings as required by these By-Laws. The Membership Secretary shall oversee the keeping of all records of the corporation and its seal, and shall affix the latter when required. He or she shall keep records of all Members of the Corporation. When requested, he or she shall supply labels and lists. The Membership 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 Commodore.

**Treasurer:** The Treasurer shall oversee the care and custody of, and be responsible for, all of the funds and securities of the corporation. 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 which have been properly signed, under the direction of the Trustees. The Treasurer shall render a statement of the financial condition of the corporation to the Board of Trustees upon request and shall render a full financial report, including preparation of an annual budget, at the Annual Meeting of the corporation. He or she shall oversee the keeping of correct books of account of all of the corporation's business transactions. The 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 Commodore. The Treasurer shall also be the Chairman of the Finance Committee.

**Charter Liaison:** The Charter Liaison shall handle all correspondence and relationships with charter firms, marinas, and boat yards for the corporation. The Charter Liaison shall secure all contracts with the aforementioned under the direction of the Commodore.

**6.4        Removal.** The Board, by resolution adopted by a two-thirds vote of the entire Board, may remove any

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officer(s) with or without cause.

**6.5**     **Vacancies.** All vacancies in any office shall be filled for the unexpired term by the Board of Trustees by a two-thirds vote of the members of the Board, without undue delay, at its regular meeting or at a special meeting called for that purpose.

**Article 7:**        **Compensation**

**7.1**     Neither Trustees, officers, or committee members shall receive any fee, salary, or remuneration of any kind for their services in such capacity provided, however, that such Trustees, officers, or committee members may be reimbursed for reasonable expenses incurred with the approval of the Board upon the presentation of vouchers.

**Article 8:**        **Bills, Notes, Etc.**

**8.1**     **How Made.** 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 of the Board of Trustees. No officer or agent of the corporation, either singularly 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 of Trustees. Both the Treasurer and the Commodore have written authorization to disperse funds.

**Article 9:**        **Fiscal Year**

**9.1**     **Fiscal Year.** The fiscal year of the corporation shall commence as of April 1 of each year and end on March 31 of the following year.

**Article 10:**       **Finances**

**10.1**    **Finances.** The Board of Trustees shall cause the books of the corporation to be properly evaluated at least once every two fiscal years by the Finance Committee.

**Article 11:**       **Indemnification of Trustees, Officers, Committee Members and Administrative Staff Members.**

**11.1**    Any present or future Trustee, Officer, committee member, or administrative staff member of the corporation or the legal representative of any such person, shall be indemnified by the corporation against reasonable costs, expenses (exclusive of any amounts paid to the corporation in settlement) and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a part by reason of such person's having held such position provided (1) said action, suit, or proceeding shall be prosecuted against such person or against his or her legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that such person had been derelict in the performance of his or her duties in such position; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such person or his or her legal representative without final determination on the merits, and it shall be determined by the Board of Trustees that such person had not in any substantial way been derelict in the performance of his or her duties as charged in such action, suit or proceeding. The privilege and power conferred by the Article shall be in addition to and not in restriction or limitation of any other privilege or power which a nonprofit corporation of the State of New Jersey may have with respect to the indemnification or reimbursement of Trustees, Officers, committee members, or administrative staff members.

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**Article 12:      Dissolution**

**12.1**      In the event of a dissolution of the corporation, all funds residing in the treasury after payment of all indebtedness at the time of dissolution shall be donated to a national organization that is devoted to the advancement of boating education and safety. Such a decision shall be made by a two-thirds vote of the entire Board and ratified by a voting majority of the members of the Corporation

**Article 13:      Restrictions**

**13.1**      No member will actively engage in personal/corporate promotion or solicitation in the name of The Sailing Club without prior approval of the Board. Requests to engage in promotion or solicitation activities must be presented in writing one (1) month prior to any meeting at which these activities would be conducted. Such requests must be approved by a majority of the Board.

**13.2**      The list of members of the corporation will be considered confidential and for the purpose of this corporation only. It is not to be distributed outside of the corporation without the written consent of the Board.

**13.3**      Interpretation of any point of procedure not included in these By-Laws will be made by the Commodore or presiding member of the Board.

**Article 14:      Exempt Activities**

**14.1**      Notwithstanding any other provisions of the By-Laws, no member, Trustee, Officer, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or they may hereafter be amended.

**Article 15:      Force and Effect of By-Laws**

**15.1**      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.

**Article 16:      Amendment of By-Laws**

**16.1**      These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the entire Board of Trustees.

**Article 17:      Gender**

**17.1**      Any reference to "he" or "him" are included for convenience only and shall apply to either gender as the case may be and to one or more persons or entities as the case may be.