

BY-LAWS OF

The Fund for Liberty and Justice Inc.

ARTICLE I - OFFICES

1. The registered office of the corporation shall be at 1036 Pierpont Street, Rahway, NJ 07065 and the name of the agent at such address is: Joseph Bianculli.

2. The corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the activities of the corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New Jersey".

ARTICLE III - MEMBERS

1. Members shall be elected by a two-thirds vote of the Board of Trustees and shall have the following qualifications:

2. The Board of Trustees may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.

3. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and

may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible or membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

4. Upon written request signed by a former member and filed with the Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

5. Membership in this corporation is not transferable or assignable unless otherwise provided in the Certificate of Incorporation.

ARTICLE IV - MEETINGS OF MEMBERS

1. Meetings of the members shall be held at 1036 Pierpont Street, Rahway, NJ 07065 or at such other place or places, either within or without the State of New Jersey, as may from time to time be fixed by the Board of Trustees.

2. The annual meeting of the members shall be held on the second Tuesday of February in each year if not a legal holiday and if a legal holiday, then on the next full business day following at 1:00 o'clock P.M. when they shall elect a Board of Trustees and transact such other business as may properly be brought before the meeting. Failure to hold the annual meeting at the designated time, or to elect a sufficient number of trustees at that meeting or any adjournment thereof,

shall not affect otherwise valid corporate acts or work a forfeiture or dissolution of the corporation. If the annual meeting for election of trustees is not held on the date designated, the trustees shall cause the meeting to be held as soon thereafter as convenient. If there is a failure to hold an annual meeting for a period of 30 days after the date designated, the Superior Court may, upon the application of a member, summarily order the meeting or the election, or both to be held at a time and place, upon notice and for the transaction of business as may be designated in the order. At any meeting ordered by the court called pursuant to this section, the members present in person or by proxy and having voting powers shall constitute a quorum for the transaction of the business designated in the order.

3. Special meetings of the members may be called by the president or the Board, or not less than 10% of the members. Upon the application of not less than 10% of all the members entitled to vote at a meeting, the Superior Court, in an action in which the court may proceed in a summary manner, for good cause shown, may order a special meeting of the members to be called and held at a time and place, upon notice and for the transaction of such business as may be designated in the order. At any meeting ordered to be called pursuant to this section, the members present in person or by proxy and having voting powers shall constitute a quorum for the transaction of the business designated in such order.

4. (a) Written notice of the time, place and purposes of every meeting of members shall be given not less than 10

days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting.

(b) 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 is 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 subsection a. of this section.

5. (a) Notice of a meeting need not be given to any member who signs a waiver of the notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that member.

(b) Whenever members are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without the lapse if the requirement to waived in writing, in person or by proxy, before or after the taking of that action, by every member entitled to vote thereon as at the date of the taking of the action.

6. (a) Any action required or permitted to be taken at a meeting of members by the act, may be taken without a meeting if all the members entitled to vote thereon consent thereto in writing, except that in the case of any action to be taken pursuant to chapter 10 of the act (merger, consolidation and sale of assets), the action may be taken without a meeting only (1) if all members 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 10 days after the giving of the notice, and (d) the notice sets forth the existence of the 10-day period.

(b) Any action required or permitted to be taken at a meeting of members other than the annual or biannual election of trustees, may be taken without a meeting upon the written consent of members who would have been entitled to cast the minimum number of votes which would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting, if (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 10 days from the giving of the notice and 20 days from the giving of the notice in the case of any action taken pursuant to chapter 10 of the act, and (3) the notice sets forth the existence of such 10-day period.

(c) Whenever action is taken pursuant to subsection a. or b. of this section, the written consents of the members consenting thereto or the written report of inspectors appointed to tabulate the consents shall be filed with the minutes of proceedings of members.

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

(e) If any other provision of the act requires the filing of a certificate upon the taking of an action by members, and the action is taken in the manner authorized by subsections a. or b. of this section, the certificate shall state that the action was taken without a meeting pursuant to the written consents of the members and shall set forth the number of votes represented by the consents.

7. (a) The Board may fix in advance, a date as the record date for determining the corporation's members with regard to any corporate action or event and, in particular, for determining the members entitled to:

1. Notice of or to vote at any meeting of members or any adjournment thereof;
2. Give a written consent to any action without a meeting; or
3. Receive or enjoy any benefit or right

The record date may in no case be more than 60 days prior to the members' meeting or other corporate action or event to which it relates. The record date for a members' meeting may not be less than 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 60 days before the date fixed for tabulation of the consents or, if no date has been fixed for tabulation, more than 60 days before the last day on which consents received may be counted.

(b) If no record date is fixed:

1. The record date for a member's meeting shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day next preceding the day on which the meeting is held; and

2. The record date for determining members for any purpose other than that specified in paragraph 1 of subsection b. of this section shall be at the cessation of activities on the day on which the resolution of the Board relating thereto is adopted.

(c) When a determination of members of record for a members' meeting has been made as provided in this section, the determination shall apply to any adjournment thereof, unless the Board fixes a new record date under this section for the adjourned meeting.

8. (a) The officer or, agent having charge of the membership record books for the corporation shall make and certify a complete list of the members entitled to vote at a members' meeting or any adjournment thereof. A list required by this subsection may consist of cards arranged alphabetically. The list shall:

1. Be arranged alphabetically within each class, series, or group of members maintained by the corporation for convenience of reference, with the address of each member;
2. Be produced at the time and place of the meeting;
3. Be subject to the inspection of any members during the whole time of the meeting; and
4. Be prima facie evidence as to who are the members entitled to examine the list or to vote at any meeting.

(b) If the requirements of this section have not been complied with, the meeting shall, on the demand of any member in person or by proxy, be adjourned until the requirements are complied with. Failure to comply with the requirements of this section shall not affect the validity of any action taken at the meeting prior to the making of any such demand.

9. (a) The members entitled to cast a majority of the votes at a meeting shall constitute a quorum at the meeting. 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.

(b) Whenever any class of members is entitled to vote separately on a specified item, the provisions of this section shall apply in determining the presence of a quorum of that class for the transaction of the specified item.

10. The right of the members or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the certificate of incorporation. Unless so limited, enlarged or denied, each member, regardless of class shall be entitled to one vote on each matter submitted to a vote of members.

11. (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 another section of the act.

(b) The certificate of incorporation may provide that any class or classes of members shall vote as a class to authorize any action, including amendments to the certificate of incorporation or by-laws. Voting as a class shall be in addition to any other vote required by the act. Where voting as a class is provided in the certificate of incorporation it shall be by the proportionate vote so provided for or, if no proportionate vote is provided, then for any action other than the election of trustees, by a majority of the votes cast at the meeting by the members of the class entitled to vote thereon.

(c) Where voting as a class is required by the act to authorize any action, the action shall be authorized by a majority of the votes cast at the meeting by the members of each class entitled to vote thereon, unless a greater vote is required by the certificate of incorporation, or another

section of the act. Voting as a class shall be in addition to any other vote required by the act.

12. (a) Whenever any action to be authorized by the members of the corporation and the certificate of incorporation requires the affirmative vote of a greater proportion of the votes cast by the members entitled to vote thereon, or by the members of any class or series thereof than is required by the act with respect to the action, the provisions of the certificate of incorporation shall control.

(b) Whenever any action is to be authorized by two-thirds of the votes cast by members of the corporation pursuant to the act, and the certificate of incorporation provides for the affirmative vote of a lesser proportion of the votes cast by the members entitled to vote thereon, or by the members of any class of members, but not less than a majority thereof than is required by the act with respect to the action, the provisions of the certificate of incorporation shall control.

(c) Any action required to be authorized by a vote of the members greater than a majority shall be rescinded or modified only by a like vote.

13. If the corporation holds interests or memberships which entitle it to cast the plurality of the votes required for the election of directors of a domestic or foreign corporate entity or the election of trustees of a domestic or foreign corporation, any of which are herein referred to as a "controlled entity," any memberships in the corporation held by the controlled entity shall not be voted at any meeting or

counted in determining the total number of members at any given time. A "plurality" means the minimum number of interests or memberships necessary to elect a majority of directors or trustees based upon the total number of interests or memberships which may be voted in that election.

14. Memberships standing in the name of another domestic or foreign corporation may be voted by any officer or agent, or by proxy appointed by any of them, unless some other person, by resolution of its board or pursuant to its by-laws, shall be appointed to vote the shares.

15. Memberships held by any person in any representative or fiduciary capacity may be voted by that person without a transfer of the membership into the name of that person. Where memberships are held jointly by any number of fiduciaries, and the instrument or order appointing the fiduciaries does not otherwise direct, the membership shall be voted as the majority of the fiduciaries shall determine. If the fiduciaries are equally divided as to how the membership shall be voted, a court having jurisdiction may, in an action brought by any of the fiduciaries or by a beneficiary, appoint an additional person to act with the fiduciaries in the matter. The membership shall be voted by the majority of the fiduciaries and the additional person. The court may proceed in the action in a summary manner or otherwise.

16. Membership held by two or more persons as joint tenants or as in common may be voted at any meeting of the members by any one of the persons, unless another joint tenant or tenant seeks to vote the membership in person or by proxy.

In the latter event, the written agreement, if any, which governs the manner in which the membership shall be voted, shall control if presented at the meeting. If there is no such agreement presented at the meeting, the majority in number of the joint tenants or tenants in common present shall control the manner of voting. If there is no majority, or if there are two or more joint tenants, or tenants in common, who seek to vote the membership, the membership shall, for the purpose of voting, be divided equally among the joint tenants or tenants in common present.

17. A member whose membership interest is pledged shall be entitled to vote the membership until the membership has been transferred into the name of the pledgee, or a nominee of the pledgee.

18. (a) Unless otherwise provided in the certificate of incorporation, 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 the member's agent except that a proxy may be given by a member or the agent by telegram or cable or its equivalent. A proxy shall not be valid for more than 11 months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after 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 the 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 the proxy unless the member shall file written notice of revocation with the secretary of the meeting prior to the voting of the proxy.

(b) 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 corporation.

19. (a) An agreement between two or more members, if in writing and signed by the parties thereto, may provide that in exercising any voting rights, the members shall vote as therein provided, or as they may agree, or as determined in accordance with the procedure agreed upon by them.

(b) A provision in the certificate of incorporation otherwise prohibited by law because it improperly restricts the Board in its management of the activities of the corporation, or improperly transfers or provides for the transfer to one or more members or trustees named in the certificate of incorporation or to be selected from time to time by members or, if none, the trustees, all or any part of the management otherwise within the authority of the Board, shall nevertheless be valid if all the incorporators have authorized the provision in the certificate of incorporation or all the members, whether or not having voting power, or, if there are no members, the trustees have authorized the provision in an amendment to the certificate of incorporation.

(c) A provision authorized by subsection b. of this section shall become invalid if, to the knowledge of the Board, or of the members or trustees having the management authority otherwise in the Board, subsequent to the adoption of the provision, memberships are transferred or issued to any person who becomes a member without notice thereof, unless that person consents in writing to the provision.

(d) If a provision authorized by subsection b. of this section becomes invalid as provided in subsection c. of this section, the Board, or the person or persons having the management authority otherwise in the Board, shall amend the certificate of incorporation to delete the provision by filing a certificate of amendment in the office of the Secretary of State. The certificate shall be executed on behalf of the corporation and shall set forth:

1. The name of the corporation;
2. The date of the adoption of the amendment;
3. The deleted provision; and
4. the event set forth in subsection c. of this section by reason of which the provision has become invalid.

(e) The effect of any provision authorized by subsection b. of this section shall be to grant to and impose upon the members or trustees vested with management authority otherwise in the Board the rights, powers, privileges, and liabilities, including liability for managerial acts or omissions, that are granted to and imposed upon trustees by law to the extent that, and so long as, the discretion and powers

which otherwise would be in the trustees in their management of corporate affairs are vested in the members or trustees by any provision. The members or trustees shall be deemed to be trustees for purposes of applying the provisions of this act and shall be deemed to be corporate agents for the purposes of the act.

(f) If the certificate of incorporation contains a provision authorized by subsection b. of this section, the existence of the provision shall be disclosed in writing in advance of issuance or transfer of membership certificates, if any, and shall be noted conspicuously on the face of the certificates; and, if noted, upon receipt of the certificate a member shall conclusively be deemed to have become a member with notice of the provision. A corporation may provide in its certificate of incorporation or by-laws that memberships are not transferable until the transferor evidences proof that the proposed transferee has notice of the provision.

20. (a) Elections of trustees need not be by ballot unless a member demands election by ballot at the election and before the voting begins: Where trustees are to be elected by members, the elections may be conducted by mail.

(b) At each election of trustees every member entitled to vote at the election shall have the right to cast the number of votes to which the membership entitles the member for as many persons as there are trustees to be elected and for whose election the member has a right to vote.

(c) Trustees shall be elected by plurality of votes cast at an election.

21. (a) The Board may, in advance of a members' meeting appoint one or more inspectors to act at the meeting or any adjournment thereof.

(b) If inspectors are not so appointed by the Board or shall fail to qualify, the person presiding at a members' meeting may, and on the request of any member entitled to vote thereat, shall, make the appointment.

(c) If any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the Board in advance of the meeting or at the meeting by the person presiding at the meeting.

(d) Each inspector, before entering upon a discharge of duties, shall take and sign an oath faithfully to execute the duties of inspector at the meeting with strict impartiality and according to the best of that person's ability.

(e) A person shall not be elected a trustee at a meeting at which that person has served as an inspector.

22. The inspectors shall determine the number of memberships outstanding and the voting power of each, the members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes or consents, determine the result, and do all acts as are proper to conduct the election or vote with fairness to all members. If there are three or more inspectors, the act of a majority shall govern. On request of the person

presiding at the meeting or any member entitled to vote at the meeting, the inspectors shall make a report in writing of any challenge, question or matter determined by them. Any report made by them shall be prima facie evidence of the facts therein stated, and the report shall be filed with the minutes of the meeting.

23. Any election by members may be reviewed by the Superior Court in a summary manner, or otherwise, in an action brought by a member entitled to vote at the election upon notice to the persons elected, the corporation and all other persons as the court may direct. The court may confirm the election, order a new election or provide all other relief as justice may require.

24. (a) The corporation shall keep books and records of account and minutes of the proceedings of its members and Board and executive committee, if any. The corporation shall make available for inspection at its registered office, in this State, records containing the names and addresses of all members, the number, class and series of memberships held by each and the dates when they respectively became members of record thereof, within 10 days after demand by a member entitled to inspect them, as defined in subsection c. of this section. The foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time. A corporation shall convert into written form without charge any records not in that form, upon the written request of any person entitled to inspect them.

(b) Upon the written request of any member, the corporation shall mail to that member its balance sheet as at the end of the preceding fiscal year, and its statement of income and expenses for that fiscal year.

(c) Any person who shall have been a member of record of a corporation for at least 6 months immediately preceding that person's demand, or any person holding, or so authorized in writing by the members holding, at least 5% of the membership of any class or series, upon at least 5 days' written demand shall have the right for any proper purpose to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and record of members and to make extracts therefrom, at the registered office.

ARTICLE V - BOARD OF TRUSTEES

1. The activities of this corporation shall be managed by its Board, except as in the act or in its certificate of incorporation otherwise provided. Trustees shall be at least 18 years of age and need not be United States citizens or residents of this state or members of the corporation.

2. The number of trustees of this corporation shall be four (4). In no event shall the number of trustees be less than three.

3. (a) The trustees shall be elected by the members, the trustees named in the certificate of incorporation shall hold office until the first annual meeting of the members and until their successors are elected and qualified.

(b) At the first annual meeting of the members and at each annual meeting thereafter, the members shall elect trustees to hold office until the next annual meeting. Each trustee shall hold office for the term for which the trustee is elected and qualified and until a successor is elected and qualified.

(c) A trustee may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at a subsequent time as shall be specified in the notice of resignation.

4. (a) Any trusteeship not filled at the annual meeting and any vacancy, however caused, occurring in the Board may be filled by the affirmative vote of a majority of the remaining trustees even though less than a quorum of the Board, or by a sole remaining trustee. A trustee so elected by the Board shall hold office until the next succeeding annual meeting and until a successor is elected and qualified.

(b) When one or more trustees shall resign from the Board effective at a future date, a majority of the trustees then in office, including those who have so resigned, may fill the vacancy or vacancies, the vote thereon to take effect when the resignation or resignations become effective. Each trustee so chosen shall hold office as herein provided in the filling of other vacancies.

(c) Any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by election at an annual meeting or at a special meeting called for that purpose of the members. A trustee elected by the Board to fill

the trusteeship shall hold office until the next succeeding annual meeting and until a successor is elected and qualified.

(d) If by reason of death, resignation or other cause, a corporation has no trustees in office, any member or the executor or administrator of a deceased member may call a special meeting of members for the election of trustees and, over the signature of that person shall give notice of the meeting in accordance with Article III - 4 (a), except to the extent that the notice is waived pursuant to Article III - 5 (a).

5. (a) One or more or all the trustees may be removed with or without cause by the affirmative vote of the majority of the votes cast by the members entitled to vote for the election of trustees.

(b) The removal of trustees, with or without cause, by vote of the members as provided in subsection a. of this section is subject to the following qualifications.

1. In any case where cumulative voting is authorized, if less than the total number of trustees then serving on the Board is to be removed by the members, no one of the trustees may be so removed if the votes cast against that trustee's removal would be sufficient to elect the trustee if then voted cumulatively at an election of the entire Board; or, if there are classes of trustees, at an election of the class of trustees of which such trustee is a part.

(c) No act of the Board done during the period when a trustee has been suspended or removed for cause shall be impugned or invalidated if the suspension or removal is thereafter rescinded or invalidated.

6. (a) A majority of the entire Board, or of any committee thereof, shall constitute a quorum for the transaction of business, unless the certificate of incorporation shall provide that a greater or lesser number constitutes a quorum, which in no case shall be less than the greater of two persons or one-third of the entire Board or committee, except that when a committee of the Board consists of one trustee, then one trustee shall constitute a quorum.

(b) The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the committee, unless the act of a greater number is required by this act or the certificate of incorporation. Any action required to be authorized by a vote of the trustees greater than a majority shall be rescinded or modified only by a like vote.

(c) Unless otherwise provided by the certificate of incorporation any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board or of the committee, as the case may be, consent thereto in writing and written consents are filed with the minutes of the proceedings of the Board or committee. The consents shall have the same effect as a unanimous vote of the Board or committee for all purposes, and may be stated as such in any certificate or other document filed with the Secretary of State.

7. (a) The Board, by resolution adopted by a majority of the entire Board, may appoint from among the trustees an executive committee and one or more other committees, each of which shall have at least one or more members. To the extent provided in the resolution, each committee shall have and may exercise all the authority of the Board, except that no committee shall:

1. Make, alter or repeal any by-law of the corporation
2. Elect or appoint any trustee, or remove any officer or trustee;
3. Submit to members any action that requires members' approval; or
4. Amend or repeal any resolution previously adopted by the Board.

(b) The Board, by resolution adopted by a majority of the entire Board, may:

1. Fill any vacancy in any committee;
2. Appoint one or more trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its pleasure; and
4. Remove any trustee from membership on a committee at any time, with or without cause.

(c) Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the

committee meeting; except that, when the meeting of the Board is held within 2 days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

(d) The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

8. (a) Meetings of the Board may be held either within or without this State.

(b) Regular meetings of the Board may be held with or without notice. Special meetings of the Board shall be held upon 2 days notice. Notice of any meeting need not be given to any trustee who signs a waiver of notice, whether before or after the meeting. The attendance of any trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that trustee. 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 the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed 10 days in any one adjournment.

(c) Any or all trustees may participate in a meeting of the Board or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

9. A trustee who is present at a meeting of the Board, or any committee thereof of which the trustee is a member, at which action on any corporate matter referred to in section 15A: 6-12 of the act is taken shall be presumed to have concurred in the action taken unless the dissent of the trustee shall be entered in the minutes of the meeting or unless the trustee shall file a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment of the meeting. The right to dissent shall not apply to a trustee who voted in favor of the action. A trustee who is absent from a meeting of the Board, or any committee thereof of which the trustee is a member, at which any action is taken shall be presumed to have concurred in the action unless the trustee shall file a dissent with the secretary of the corporation within a reasonable time after learning of the action.

10. Trustees and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. In discharging their duties, trustees and members of any committee designated by the Board shall not be liable if, acting in good faith they rely on the opinion of counsel for the corporation or upon written reports setting forth financial data concerning the corporation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of accounts or reports of the corporation

represented to them to be correct by the president, the officer of the corporation having charge of its books of account, or the person presiding at a meeting of the Board.

ARTICLE VI - OFFICERS

1. (a) The officers of the corporation shall consist of a president, a secretary, a treasurer, and, if desired, a chairman of the board, an executive director, one or more vice presidents, and all other officers as may be prescribed by the Board. The officers shall be elected or appointed by the Board. The corporation may provide alternative titles for those officers provided that the certificate of incorporation or the by-laws specify which other officer titles correspond to the president, secretary and treasurer and that the alternative titles not be used in completing the annual report filed pursuant to section 15A:4-5.

(b) Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these by-laws to be executed, acknowledged, or verified by two or more officers.

(c) Any officer elected or appointed as herein provided shall hold office for the term of one year and until a successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation.

(d) The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active

management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the president, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of president.

(e) The vice president shall act in all cases for and as the president in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

(f) The secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Trustees when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or president, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

(g) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

2. (a) Any officer elected or appointed by the Board may be removed by the Board with or without cause. An officer elected by the members may be removed, with or without cause, only by vote of the members, but the authority to act as an officer may be suspended by the Board for cause. The removal of an officer without cause shall be without prejudice to that officer's contract rights, if any. Election or appointment of an officer shall not of itself create contract rights.

(b) An officer may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at a subsequent time as shall be specified in the notice of resignation.

(c) Any vacancy occurring among the officers, however caused, shall be filled in the manner provided in the by-laws. In the absence of such a provision, any vacancy shall be filled by the Board.

ARTICLE VII - MEMBERSHIP CERTIFICATE

1. Membership in the corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Trustees may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the president or a vice president and by the secretary or an assistant secretary, and shall bear the corporate seal.

ARTICLE VIII - SALE OR OTHER DISPOSITION OF ASSETS IN REGULAR COURSE OF ACTIVITIES AND MORTGAGE OR PLEDGE OF ASSETS.

1. The sale, lease, exchange, or other disposition of all, or substantially all, the assets of a corporation in the usual and regular course of its activities as conducted by the corporation, and the mortgage or pledge of any or all the assets of a corporation whether or not in the usual and regular course of activities as conducted by the corporation, may be made upon terms and conditions and for a consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds or other securities of any domestic corporation, foreign corporation, or any corporate business entity as shall be authorized by its Board. No approval of the members shall be required.

ARTICLE IX - SALE OR OTHER DISPOSITION OF ASSETS
OTHER THAN IN REGULAR COURSE OF ACTIVITIES

1. (a) A sale, lease, exchange, or other disposition of all, or substantially all, the assets of a corporation, if not in the usual and regular course of its activities as conducted by the corporation, may be made upon terms and conditions and for a consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds or other securities of any corporation, domestic or foreign, or any corporate business entity as may be authorized in the following manner:

1. The Board shall recommend such sale, lease, exchange, or other disposition and direct that it be submitted to a vote at a meeting of members;
2. Written notice shall be given not less than 20 nor more than 60 days before the meeting to each member of record whether or not entitled to vote at the meeting, in the manner provided in this act for the giving of notice of meetings of members, and the notice shall include, or shall be accompanied by a statement summarizing the principal terms of the proposed transaction;
3. At the meeting the members may approve the sale, lease, exchange, or other disposition and may fix, or may authorize the Board to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor; the sale, lease, exchange

or other disposition shall be approved upon receiving the affirmative vote of two-thirds of the votes cast by the members entitled to vote thereon, and, if any class of shares is entitled to vote thereon as a class, the affirmative vote of two-thirds of the votes cast in each class vote; and the voting requirement of this paragraph shall be subject to such greater or lesser requirements as are adopted pursuant to section 15A:5-12.

(b) Notwithstanding the approval or authorization by the members, the Board may abandon the sale, lease, exchange or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action by the members.

(c) The sale, lease, exchange or other disposition of all, or substantially all, the assets of one or more subsidiaries of a corporation, if not in the usual and regular course of activities as conducted by the subsidiary or subsidiaries, shall be treated as a disposition within the meaning of subsection a. of this section if the subsidiary or subsidiaries constitute all, or substantially all, the assets of the corporation.

ARTICLE X - LIMITATIONS ON RIGHTS OF DISSENTING MEMBERS

1. A member of this domestic corporation shall not have the right to dissent from any merger, consolidation, sale of assets, or amendment of the certificate of incorporation or

bylaws, nor shall any member have the right to be paid the value of any membership held by the member effecting any transaction. The transaction shall not be enjoined, preliminarily or permanently, except upon a showing that the transaction is fraudulent or is fundamentally unfair to any member and, in the action, the member or members complaining thereof shall have the burden of showing fraud or fundamental unfairness.

ARTICLE XI - MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of January.

ARTICLE XII - AMENDMENTS

1. The Board shall have the power to make, alter and repeal by-laws unless the power is reserved to the members in the certificate of incorporation, but by-laws made by the Board may be altered or repealed, and new by-laws may be made, by the members and any by-law made by them shall not be altered or repealed by the Board.