



HIGHLANDER EDUCATION FOUNDATION
A New Jersey 501(c)3 Nonprofit Corporation

Bylaws
As adopted on January 24, 2024

ARTICLE ONE: OPERATIONS

- A. The Operating Agreement is the foundational document adopted by the first Board of Directors on September 23, 2023 to commence operations of this Foundation. Upon adoption, in the future, these Bylaws, as properly amended from time to time under the rules, are intended to re-state and replace the Operating Agreement going forward.
- B. Roberts Rules of Order are hereby incorporated into and are made part of these bylaws and shall govern the conduct of meetings to the extent not otherwise addressed by these bylaws or by majority vote of the Directors.
- C. Contact: The board may be contacted as follows:

MAILING ADDRESS: 1614-0 Union Valley Road, Box #134, West Milford NJ 07480

PHONE: _____

EMAIL: HighlanderEducationFoundation@gmail.com

WEBSITE: HighländeEducationFoundation.org

SOCIAL MEDIA _____

- D. The registered agent of the corporation is Robert L. Moshman, Esq., LLC, 179 Cahill Cross Road, Suite 206, West Milford, New Jersey 07480
- E. Contributions shall be made payable to “Highlander Education Foundation.”

ARTICLE TWO: CORPORATE PURPOSE

- A. 501(c)(3) Status The corporation has been organized exclusively for charitable and/or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. It is the intention of the Foundation at all times to qualify and remain as exempt from income tax under Section 501 (c)(3) of the Code and apply to obtain such status at the first possible opportunity. The Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code.
- B. Corporate Purpose This corporation shall operate as a public charity for the purpose of securing revenues exclusively to or for the benefit of the West Milford, New Jersey public school system. More specifically, the purposes for which the corporation is organized are:
 - i. To enhance and enrich basic and innovative approaches for the excellence in education in the West Milford Public Schools;
 - ii. To encourage community-wide interest and involvement in, and support of, the West Milford Public Schools’ educational process, consistent with the goals and objectives of the West Milford Board of Education; and
 - iii. To further the quality of the education and life for the benefit of public school children in the Township of West Milford, New Jersey and for the benefit of the West Milford Public Schools.
- C. Purpose of Bylaws These bylaws establish rules and procedures for conducting the affairs of the corporation. They are binding on the Board of Directors, 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 or elected 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.

ARTICLE THREE: DEFINITIONS

Annual Dues: The annual dues of members shall initially be

Voting Members*

- Individual Student: \$20
- Individual Adult/Senior: \$30
- Family Membership: \$60

* *Only children aged 13+ are eligible to vote*

Non-Voting Members

- Individual Student/Senior: \$5
- Individual Adult: \$10
- Family Membership: \$20

Director: A director is a person duly elected, currently serving a term of office and entitled to vote on all matters of the Foundation. Directors are considered voting members but are exempt from dues.

Member: Members are those persons who have paid annual dues for the current fiscal year and who are in attendance physically at a meeting. Such members shall be entitled to vote at annual or special meetings for the purpose of electing Directors by a majority vote of attending members. A minimum of 10 members other than current Directors shall be present for a valid election.

Fiscal Year: The fiscal year of the Foundation shall start July 1 and end June 30.

Notice: Notice to Directors of a meeting shall be in writing. Email or text message that has been sent to the email designated by the Director shall constitute notice. Correction and updating of email and phone contact is the responsibility of each Director. Notice to the membership of the Foundation of any meeting requiring a vote of the membership to elect Directors or to vote for any other purpose shall be by posting of meetings on the Foundation's Website with email of such notice to the West Milford Board of Education and all Parent Teacher Associations of West Milford Public Schools. A group email of all members may also be provided to supplement such notice but shall not be a pre-requisite of a valid meeting.

Quorum: The presence of 50% of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of those voting, in person or by proxy (if permitted), at any meeting at which there is a quorum, shall be the act of the Foundation, except as may be otherwise specifically provided by statute. At any meeting where less than a quorum is present, a majority of the members present may adjourn any such meeting from time to time without notice.

Super Majority: A super majority shall consist of two-thirds of the full board who are eligible to vote on an issue whether or not present at a meeting.

ARTICLE FOUR: BOARD OF DIRECTORS

- A. Board of Directors All corporate powers of the Foundation shall be exercised by, or under the authority of, the Board of Directors. The business, property, and affairs of the Foundation shall be managed by the Board of Directors, which shall have and may exercise all the powers of the Foundation to do all such lawful acts and things as are not expressly prohibited by law or by these bylaws. The Board of Directors shall elect officers consisting of a President, Vice President, Secretary, and Treasurer and such other official titles as they deem appropriate.
- B. Election of Directors The Board of Directors shall be elected by the membership at annual meetings. The Board shall consist of not less than 5 nor more than 9 persons, with up to three alternates who shall be designated as “First Alternate,” “Second Alternate” and “Third Alternate” as the Bylaws prescribe as shall be modified by the Board from time to time.

The initial Board of Directors identified in the Certification of Formation and Operating Agreement shall serve for not less than six months. The initial Board of Directors shall thereafter serve until the earlier of one year from the date this Operating Agreement is filed, or, until the election of a new Board of Directors by a majority vote of the qualified attendees, i.e., current members in attendance at a full membership meeting pursuant to the nomination and election procedures of the HEF Bylaws.

In the event such meeting does not take place in the allotted time, the initial Board of Directors may extend the time for such election by six months by majority vote.

At the first annual meeting, each Director shall be elected to staggered terms, randomly designated, with approximately one-third of the Directors elected to terms of three (3) years, one-third of the Directors elected to terms of two (2) years, and one-third of the Directors elected to terms of one (1) year. Thereafter, as the term of each elected Director expires, their successor thereto shall be elected to terms of three (3) years, except as otherwise provided in this Section.

The Board of Directors shall be selected from those candidates submitting a letter of intent to serve, receiving a nomination from two members of the association, and meeting such other criteria as adopted by the Board of Directors and added to the Bylaws. The slate of nominees who are vetted and found to meet such written criteria to serve (as may be adopted or required by law) shall be submitted by the Nominating Committee to the Board Secretary at least thirty (30) days before the Annual Meeting or such other meeting for the purpose of electing Directors and those names with letters of intent and nomination materials shall be made available to the membership at least 10 days prior to the meeting by such means as subsequently adopted such as being posted to the Foundation’s website, emailed to the membership, a mailing or such other means as deemed suitable at that time.

Nothing herein shall be construed to prevent a Director from succeeding themselves in office for additional terms. In the event an election is delayed for any reason, the then-serving Directors shall continue in their respective offices beyond their elected term until such election can be held.

Nominations for Directors shall not be accepted from the floor, however alternates may be nominated at the membership meeting following the election of Directors. Nominations to fill vacancies may also be made from the floor.

In the event any Director resigns or can no longer serve for any reason, the Board shall, by majority vote elect a replacement Director to complete the unexpired term of the former Director until the next scheduled election can be held. The replacement Director shall be selected from alternate directors, regardless of their numbered designation or from a slate submitted by the Nominating Committee thirty (30) days in advance of the election to fill a vacancy, or from submissions from members, or by such other means as adopted under these Bylaws.

The Board of Directors may leave the seat vacant for six months or less at their discretion. Resignations of Directors must be in writing and take effect upon being accepted by the President at a Board of Directors meeting. All votes of the Board of Directors as well as the membership, shall be made in person. Voting by proxy shall not be permitted. Voting by phone or zoom shall be permitted upon declaration of emergency by a two-thirds vote of the Board of Directors.

C. Ex-Officio Member & Honorary Members

- i. In addition to Directors and alternates, the Board of Directors, may, at its sole discretion, by majority vote, elect Honorary Members and invite them to one or more meetings to participate in an advisory or non-voting capacity. Such honorary members may include former members of the Board of Directors or Board of Education, or someone holding authority for the West Milford Public Schools such as the Director of Education.
- ii. Honorary members, once duly elected, shall serve on the Board of Directors at the pleasure of the Board of Directors. Such terms shall automatically terminate after 6 months but the Board can remove any such Honorary Member at any time, with or without cause, by a majority vote of the Board of Directors.
- iii. The Ex-Officio Member and Honorary Members shall not be counted for a quorum, shall not be entitled to vote, and shall not serve as an officer or as the chair of the Foundation or any committee of the Foundation.

D. Action without a meeting

The Board of Directors may act without a meeting if, prior or subsequent to each action, a written consent thereto is signed by all the Directors. All written consents shall be filed with the Secretary of the Board in the Foundation's minutes.

E. Voting By Directors

Majority: All votes by Directors shall be by majority vote unless otherwise specified by these bylaws. At every meeting, each director shall be entitled to one vote in person. Unless otherwise required by these bylaws or New Jersey law, all valid votes shall be by majority of a quorum of Directors appearing in person at a duly scheduled meeting. A duly scheduled meeting is one for which all Directors have been notified by such means as the bylaws have provided or by the custom and rules established by the current Board of Directors.

Super Majority Votes: These Bylaws may be altered, amended, or repealed by the vote of two-thirds of the entire Board, i.e., all Directors eligible to vote. Written notice (as governed by these rules, of any such bylaw changes to be voted upon by the Board shall be given to all Directors and the full membership of the foundation not less than ten (10) days prior to the public meeting at which such change shall be proposed, discussed with input from the membership, and voted upon. Such amendment shall be consistent with the purpose, objectives, and intentions of the Foundation. Such changes shall be recorded in the minutes and revised Bylaws shall then be made public with the date of adoption.

Suspension of Rules: The Board may suspend rules due to emergency by two thirds supermajority vote of Directors eligible to vote. Such vote and all actions taken thereunder shall be by roll call and shall be recorded in the minutes.

Dissolution: The dissolution of the Foundation shall require a two thirds vote of the Directors with certification of notice to every eligible Director.

Proxy votes Proxy voting shall NOT normally be permitted. A suspension of rules by two-thirds super majority vote is required to authorize the use of proxy voting by directors based upon emergency conditions or circumstances requiring immediate action. Proxy voting shall not be permitted for the election of Directors or Officers.

Rules for Proxy Contingency In the event a specific proxy vote is so authorized, the Foundation's proxy vote procedure shall require voting through a written, signed, and dated proxy which sets forth the particular issues before the Foundation and the signer's vote on those issues. To be voted, such proxy shall be delivered to the Secretary of the Board in advance of the meeting at which the vote on the specific issues are taken. All proxies shall be filed in the Foundation's minutes.

F. Resignations, Removal from Office, and Vacancies

- i. Any Director may resign at any time by written resignation delivered to the Secretary of the Foundation. Such resignation shall be effective when accepted by the President or acting President at a meeting of the Foundation.
 - ii. After thirty (30) days prior written notice, and after an opportunity to be heard on the issues, any Director may be removed from office, with or without cause, by the affirmative votes of two-thirds of the entire Board of Directors.
 - iii. Any Director having three (3) consecutive, unexcused absences from a regular meeting shall automatically be removed as a Director.
 - iv. All vacancies may be filled by a majority vote of the remaining Directors then in office. Directors to fill vacancies shall be chosen from the alternates or from a slate submitted by the Nominating Committee thirty (30) days in advance of the election to fill a vacancy. Nominations to fill vacancies may also be made from the floor. Any Director chosen to fill a vacancy shall be elected only for the unexpired term of the vacating Director. The Board of Directors shall have the discretion not to fill a vacancy, and thus to reduce the size of the Board.
- G. Compensation No Director shall receive a fee, salary, or remuneration of any kind, directly or indirectly, for services as a Director of the Foundation. However, the Board of Directors may permit reimbursement of any reasonable expenses incurred by them in connection with the operation of the Foundation.

ARTICLE FIVE: OFFICERS

1. Election of Officers Officers shall be elected at the annual meeting by a majority vote of the Board of Directors attending the annual meeting. Proxy votes may be counted as a vote for election of officers. The Board of Directors shall appoint a President, Vice President, Secretary, Treasurer, and such other officers as it deems necessary for the conduct of the Foundation's affairs. One officer position may be held by up to two individuals (Co-Presidents, Co-Vice Presidents, Co-Secretary, or Co-Treasurer) as the board may deem appropriate. The duties and the authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.
2. Term of Office Officers shall be elected at the annual meeting for a term of one (1) year until the following annual meeting or until their successor is elected.
3. Duties of the President The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Directors. They may sign, in the name of the Foundation, contracts or other instruments authorized whether generally or specifically by the Board of Directors and shall have general supervision of the affairs of the Foundation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute contracts in the name of the Foundation or other instruments not in the regular course of business which are authorized either generally or specifically by the

Board. The President shall have the general powers and duties of management, usually vested in the office of the president of a nonprofit corporation. The President may, from time to time, delegate any or all of their duties and authority to another officer.

4. Duties of the Vice President The Vice President shall perform the duties of the President in the President's absence or inability to perform said duties. The Vice President shall also have such additional responsibilities as the President, or the board may, from time to time, delegate to them.
5. Duties of the Secretary The Secretary shall cause notices of all meetings to be served as prescribed in these bylaws and shall keep or cause to be kept the minutes of all meetings of the Board of Directors, and shall have charge of the Foundation records. They may attest the execution of contracts and other instruments signed in the name of the Foundation which are authorized and proper in the conduct of its business. The Secretary shall have charge of the Seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to them by the President or the Board.
6. Duties of the Treasurer The Treasurer shall have the custody of the funds of the Foundation and shall keep or cause to be kept regular books of account for the Foundation. They shall account to the president or the Board of Directors, whenever they may require, concerning all the transactions as Treasurer and concerning the financial condition of the Foundation. The Treasurer shall perform other duties and possess such other powers as are incident to the office or as shall be assigned to them by the President or the Board.
7. Removal of Officers All Officers of the Foundation serve at the pleasure of the Board of Directors. The Board may remove any officers, with or without cause, by a two-thirds vote of the entire Board membership.
8. Compensation No Officer shall receive a fee, salary, or remuneration of any kind for their services as an officer. The corporation may, however, reimburse Officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors. Officers and Directors are considered voting members but are exempt from the payment of dues or attendance fees at events.

ARTICLE SIX: BOARD COMMITTEES

PART I: COMMITTEES

- A. Finance Committee: The Committee advises the Board of Directors on any matters relating to the financial operation of the Foundation, prepares the annual budget of the Foundation, and advises the Board of Directors on any investments of Foundation funds.

Allocations Sub-Committee: This Committee creates grant applications and timelines and reviews all grants, proposals, and awards for funding throughout the Foundation. They are responsible for recommending acceptance of all grant proposals, and allocations for funding any items through the Foundation, with the approval of the Board of Directors. They allocate funds out of the Foundation in support of the Foundation's mission.

Fundraising Sub-Committee: This committee advises the Board of Directors on and directs the solicitation of funds and contributions to the Foundation. This committee develops funding strategies and advises, structures, and implements annual fundraising activities of the Foundation as directed by the Board of Directors of the Foundation. The Fundraising Committee is also responsible for working in conjunction with the Foundation's Treasurer to ensure that donations solicited and received are receipted according to state and federal laws and that all proper fundraising licenses and permits are obtained as needed.

- B. Public Relations Committee This committee acts as an information center for the Foundation. This committee formulates, develops, implements, and executes public relations and information campaigns to promote public, private, and corporate acceptance of the Foundation, as well as assist the Finance and Fundraising committees in the annual campaign of funding for the Foundation. Social media correspondence also falls under this committee.

Advocacy Sub-Committee: The Advocacy Committee researches legislation (current and proposed) that has the potential to impact the students of West Milford. Activities include initiating letter-writing campaigns, meetings with elected officials, and educating the greater community on how they can advocate for the best interests for the students..

- C. Audit Committee: The Audit Committee shall ensure that the annual audit of the Foundation and annual filing of the IRS 990 occurs as required by these bylaws. The following shall not be members of the Audit Committee: any member of the Finance or Fundraising Committees; the Treasurer; and the Directors authorized to sign checks and negotiable instruments on behalf of the Foundation.
- D. Governance Committee: The Governance Committee shall be responsible for the review and updating of bylaws as needed from time to time, the formation of policies and procedures, and conduct an annual orientation for all new board members. The governance committee also oversees the membership rosters as well as committee member roles and responsibilities.
- E. Nominating Committee: The Nominating Committee shall be appointed by the Board of Directors and be composed of at least three (3) Directors, and shall present all nominations to the Board of Directors for Foundation action.

PART II: COMMITTEE RULES

1. Other Committees The Board of Directors may establish other committees, each of which shall have one or more members, appoint members of committees, and designate all chairpersons, as needed for the efficient operation of the Foundation. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall take any action prohibited by N.J.S.A. 15A: 6
2. Committee Members, Governance The Board may appoint the membership of any committee at the annual meeting or thereafter by majority vote. The Board may appoint Directors, HEF members, or non members to any committee, however, only Directors shall serve as the chair of a committee unless otherwise voted upon by a majority of the Board of Directors. The Board may, by resolution adopted by a majority of the entire board: abolish, fill any vacancy in, appoint alternate members to, or remove a Director from, any such committee.
3. Committee Meetings Board committees shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided by statute. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. Any action required or permitted to be taken at any meeting of any committee thereof may be taken without a meeting, if prior to or after such action a written consent thereto is signed by all members of such committee, as the case may be, and such written consent is file with the minutes of the proceedings of the committee.
4. General Rules on Committees: All committees shall serve at the pleasure of the Board and under such rules and regulations as the Board of Directors of the Foundation deems necessary and advisable for the efficient operation and functioning of the Foundation. The Board may leave Committees vacant, combine committees, or create new committees at any time. Committees shall be appointed at each Annual Meeting.

ARTICLE SEVEN: MEETINGS

- A. Annual Meeting The Annual meeting of Directors shall be held at 7:00 p.m. on the first Tuesday of September at 46 Highlander Drive, West Milford, NJ 07480, or at any such other time and place as shall be specified in the notice of meeting, in order to elect officers and transact other business as shall come before the meeting.

- B. Regular Meetings of Directors The Board of Directors shall hold regular meetings monthly at the Foundation's principal office or at such other place as may be acceptable to a majority members of the board, including holding meetings via video-conference or tele-conference. At each such meeting, the Board shall determine the date, time, and place of the next regular meeting. The Foundation's secretary shall notify any Director not present at that meeting of the date, time, and place of the next regular meeting by telephone or by sending written notice to each Director at least ten (10) days in advance of the date therein designated for that meeting.
- C. Special Meetings A special meeting of the Board may be called at any time by the President of the Foundation or three (3) Directors for any purpose consistent with the Foundation's Certificate of Incorporation or bylaws. Such meeting shall be held upon not less than five (5) days' notice if given by telephone or in person, or upon not less than ten (10) days' notice if given by mail. Such notice shall specify the time, date, and purpose of the meeting.
- D. Notice Notice to Directors of a meeting shall be in writing. Email or text message that has been sent to the email designated by the Director shall constitute notice. Correction and updating of email and phone contact is the responsibility of each Director. Notice to the membership of the Foundation of any meeting requiring a vote of the membership to elect Directors or to vote for any other purpose shall be by posting of meetings on the Foundation's Website with email of such notice to the West Milford Board of Education and all Parent Teacher Associations of West Milford Public Schools. A group email of all members may also be provided to supplement such notice but shall not be a pre-requisite of a valid meeting.
- E. Waivers of Notice Written notice of any meeting may be waived by written waiver of notice signed by all of the Directors and filed by the Secretary with the minutes of the meeting. The written waiver may be obtained before or after the meeting for which it is applicable. Such waiver shall not apply to notices required for election of Directors by general membership of the Foundation.

ARTICLE EIGHT: [reserved]

ARTICLE NINE: FINANCES

- A. Banking Funds of the Foundation shall be deposited in a bank under national or state supervision. The individual(s) serving as President, as well as the individual(s) serving as Treasurer shall be authorized to sign negotiable instruments on behalf of the Foundation, and all checks or drafts drawn on the funds of the Foundation shall require the signatures of two authorized Officers.
- B. Treasurer's Reports The Treasurer shall keep or supervise the keeping of the accounts of the Foundation in such form as shall be deemed advisable by them, and shall submit an

annual report to the Board of Directors at the Annual Meeting, as well as such other reports as may be required by the Board of Directors from time to time.

- C. Annual Audit The Foundation shall retain an independent certified public accountant to conduct, annually, an audit of the foundation and to report on the financial condition and operation of the Foundation.
- D. Annual Report The Board of Directors shall publish an annual report of the Foundation. The annual published report shall include, but shall not be limited to, the financial condition of the Foundation, the amount of grants awarded by the Foundation, the type and category of grants awarded, the population served by specific grant awards, an evaluation of the effectiveness of the grants awarded, and/or administrative programs supported by the grants.

ARTICLE TEN: CONTRIBUTIONS AND DISSOLUTION

- A. Contributions The Foundation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Foundation's purpose as hereinabove stated. The Foundation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.
- B. Restricted Gifts The Board of Directors of the Foundation have the power to decide whether or not to accept restricted or designated gifts and to decide under what conditions such gifts shall be accepted, while maintaining consistency with the Foundation's purposes, objectives, and intentions.
- C. Dissolution Upon dissolution of the Foundation by a two-thirds vote, the Board of Directors shall utilize the Foundation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the Foundation'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, or educational 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 or similar import, or to the United States, or a state or local government, for a public purpose.

ARTICLE ELEVEN: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Foundation Director and Officer, whether or not then in office and their heirs, executors, administrators and assigns, shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon them or their estate in connection with or resulting from any action, suit, or proceedings (civil or criminal) to which they or their estate shall or may be a party, or with which they or it shall or may be threatened by reasons, either directly or indirectly,

of their being or having been a Director or Officer of this Foundation, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for malfeasance or gross negligence in the performance of their duty as such Director or Officer, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon them or their estate, in connection with or resulting from the settlement of any such action, suit, or proceeding in which such Director or Officer was not liable for malfeasance or gross negligence in the performance of their duty as a Director or Officer. The costs and expenses against which any Director or Officer shall be indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of court.

A Director or Officer shall not be deemed to have been liable for malfeasance or gross negligence in the performance of their duty as Director or Officer as to any matter wherein they relied upon the opinion or advise of legal counsel selected by the Board of Directors or acting in such matters of the Foundation. Such rights of indemnification shall be in addition to any other right with respect to any such costs and expenses to which such Director or Officer may otherwise be entitled against the Foundation or any other person.

This Article shall be construed to provide Directors and Officers of the Foundation with indemnification to the fullest extent provided or permitted by law, regardless of whether a Director or Officer claiming indemnification for expenses or liabilities incurred by or imposed upon him by reason of his services as such continues to so serve at the time the expenses or liabilities are incurred.

ARTICLE TWELVE: MISCELLANEOUS PROVISIONS

- A. Applicability of New Jersey Law The nonprofit 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.
- B. Counterparts: Documents requiring multiple signatures, other than checks, shall be valid if separate pages are signed by individual Directors.
- C. Suspension of Rules: The Board may suspend rules due to emergency by two thirds supermajority vote of Directors eligible to vote. Such vote and all actions taken thereunder shall be by roll call and shall be recorded in the minutes.