

**NON-PROFIT BYLAWS**

**OF**

**BEIT ANAN COMMUNITY CENTER**



# PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act and the Articles of Incorporation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

**Mission**

The Mission of Beit Anan community center is to unite all members of Beit Anan community in NJ and encourage them to join the organization to strength the tides and relations among them. As well as to improve their involvements in social and recreational activities that will be accomplish via scheduled meetings, workshops, and other activities.

# ARTICLE 1 – NAME

 **1.1**

 The legal name of the Non-Profit Corporation/Organization shall be known as

 **BEIT ANAN COMMUINTY CENTER**

 The principal office of the corporation is located in **Passaic County, NJ**.

 **1.2 Other offices**

 The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to hold meetings or business, as its business and activities may require as the Board of trustees see fit from time to time.

# ARTICLE 2 –

# NONPROFIT PURPOSE

**2.1 Internal Revenue Code Section 50 (c ) (3) purpose**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c ) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code.

* 1. **Specific objectives and purposes**

 The specific objectives and purposes of this corporation shall be:

* To promote the relations and ties between Americans of Beit Anan descent with the people of their ancestral village, Beit Anan West Bank, Palestine.
* To promote an understanding of Beit Anan history, culture, and values among United States residents of Beit Anan descent through publications and the support of cultural, recreational, and social activities.
* Promote Beit Anan students of NJ via educational workshops to the needy students to help in their educational needs.
* Promote the health of the Beit Anan Community in NJ via health maintaining workshops.

**ARTICLE 3**
**TRUSTEES**

**3.1 Number**

The corporation shall have seven trustees and collectively they shall be known as the Board of Trustees.

**3.2 Qualifications**

Trustees shall be of the age of 25 or older. Each trustee shall be either a member of the corporation or a person who supports the charitable purposes of the corporation.

**3.3 Powers**

Subject to the provisions of the laws of New Jersey and any limitations in the Certificate of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members. The activities, affairs, and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

**3.4 Duties**

It shall be the duty of the trustees to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.

 Board of Directors will be chosen to join the board members in their meeting and activities. Three to four board of directors will be appointed from the active members. The Board of Trustees will determine the term of services by voting.

 (c) Supervise all officers, ‘agents, and employees of the corporation to assure that their duties are being performed properly.
(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be a valid notice thereof.

For the sake of clarity, and in furtherance of the purposes of the corporation, the Board shall have the power to make grants to individuals for, and to any domestic or foreign organization organized and operated exclusively for, charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. The Board shall review all requests for funds from other organizations and individuals and shall require that such requests specify the proposed use of such funds. If the Board approves a request, it shall authorize the payment of such funds to the approved grantee. The Board shall require that each grantee furnish to the corporation a periodic accounting to show that the funds were expended for the purposes approved by the Board. Such accounting shall take such form as the Board may from time to time specify. The corporation shall require the reimbursement of any funds improperly expended. The making of grants and contributions and otherwise rendering financial assistance for the purposes permitted by the Certificate of Incorporation of the corporation shall be within the exclusive power and discretion of the Board.

**3.5 Term of office**

Each trustee shall hold office for a period of two years. The maxim is two consecutive terms.

**3.6 Compensation**

Trustees shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**3.7 Place of meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Trustees.

**3.8 Regular meetings**

Regular meetings of trustees shall be held The first Saturday night of each month starting at 6:30 PM.

\*Note the date and time can be change by the board members.

**3.9 Special meetings**

Special meetings of the Board of Trustees may be called by the President, the Vice-President, the Secretary, by any two trustees, or, if different, by the persons specifically authorized under the laws of New Jersey to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**3.10 Notice of meetings**

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of trustees:

(a) Regular Meetings- No notice need be given of any regular meeting of the Board of Trustees.

(b) Special Meetings- A minimum one-week prior notice shall be given by the Secretary of the corporation to each trustee of each special meeting of the board. The notice may be oral, written, or given personally by telephone or by email. The notice shall state the place, date, and time of the meeting, as well as the general topics to be discussed at the meeting. The trustee to be contacted shall acknowledge personal receipt of the notice by a return email message or telephone call within twenty-four hours of the first notice.

(c) Waiver of Notice- Whenever any notice of a meeting is required to be given to any trustee of this corporation under provisions of the certificate of Incorporation, these Bylaws, or the law of New Jersey; a waiver of notice in writing signed by the trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

(d) Any board member missing a total of three meetings will be removed from the board and replaced by the next elected member in the latest election.

**3.11 for meetings**

A quorum shall consist of four (4) of the members of the Board of Trustees.

Any member of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law; the board at any meeting in which the required quorum is not present shall consider no discussions. The only motion, which the Chair shall entertain at such meeting, is a motion to adjourn.

**3.12 Majority action as board action**

Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

**3.13 Conduct of meetings**

Meetings of the Board of Trustees shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the trustees present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

**3.14 Vacancies**

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any trustee, and (2) whenever the number of authorized trustees is increased.

Any trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees, unless the president specifies a dated time for the effectiveness of such resignation. No trustee may resign if the corporation would then be left without a duly elected trustee or trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of New Jersey.

Trustees may be removed from office, with or without cause, as permitted by and in accordance with the laws of New Jersey.

Unless otherwise prohibited by the Certificate of Incorporation, these Bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Trustees. If the number of trustees then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the trustees then in office or by a sole remaining trustee. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Trustees or until his or her death, resignation, or removal from office.

**3.15 Non-liability of trustees**

The trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**3.16 Indemnification by corporation of trustees and officers**

The corporation to the fullest extent permissible shall indemnify the trustees and officers of the corporation under the laws of New Jersey.

**3. 17 Insurance for corporate agents**

Except as may be otherwise provided under provisions of law, the Board of Trustees may
adopt a resolution authorizing the purchase and maintenance of insurance on behalf of
any agent of the corporation (including a Trustee, officer, employee, or other agent
of the corporation) against liabilities asserted against or incurred by the agent in such
capacity or arising out of the agent’s status as such, whether or not the corporation would
have the power to indemnify the agent against such liability under the Certificate
of Incorporation, these Bylaws, or provisions of law.

**ARTICLE 4**
**OFFICERS**

**4.1 Designation of officers**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a
Treasurer. The corporation may also have a Chairperson of the Board, one or more
Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Trustees. No person shall hold more than one position within the corporation.

**4.2 Qualifications**

The officers shall be members of the Board of Trustees.

**4.3 Election and term of office**

Officers shall be elected by the Board of Trustees from its own ranks. The election shall
take place immediately following the Annual ( every two years) Convention of the members. Each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**4.4 Removal and resignation**

The Board of Trustees may remove any officer, either with or without cause, at any
time. Any officer may resign at any time by giving written notice to the Board of Trustees or
to the President or Secretary of the corporation. Any such resignation shall take effect at the
date of receipt of such notice or at any later date specified therein, and, unless otherwise
specified. The acceptance of such resignation shall not be necessary to make it
effective. The above provisions of this section shall be superseded by any conflicting terms
of a contract which has been approved or ratified by the Board of Trustees relating to the
employment of any officer of the corporation.

**4 .5 Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of
any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office
other than that of President, such vacancy may be filled temporarily by appointment by
the President until such time as the Board shall fill the vacancy. Vacancies occurring in
offices of officers appointed at the discretion of the board may or may not be filled as the
board shall determine.

**4.6 Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the
control of the Board of Trustees, supervise and control the affairs of the corporation and the
activities of the officers. He or she shall perform all duties incident to his or her office and
such other duties as may be required by law, by the Certificate of Incorporation, or by these
Bylaws, or which may be prescribed from time to time by the Board of Trustees. The
President shall preside at all meetings of the Board of Trustees and at all meetings of the
members. Except as otherwise expressly provided by law, by the Certificate of
Incorporation, or by these Bylaws , he or she shall, in the name of the corporation, execute
such deeds, mortgages, bonds, contracts, checks, or other instruments which may from
time to time be authorized by the Board of Trustees.

**4.7 Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the
Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. The Vice President
shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

**4.8 Duties of Secretary**

The Secretary shall:
Certify and keep at the principal office of the corporation the original or a copy of these

Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at other such place as the board may
determine, a book of minutes of all meetings of the trustees, and if applicable, meetings of
committees of trustees and of members, recording therein the time and place of
holding, whether regular or special, how called, how notice thereof was given, the names
of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as
required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as
authorized by law or the provisions of these Bylaws, to duly executed documents of the
corporation.

Keep at the principal office of the corporation, a membership book containing the name
and address of each and any members and in the case where any membership has been
terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any trustee of the corporation, or be his or her
agent of request therefore, the Bylaws, the membership book, and the minutes of the
proceedings of the trustees of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

**4.9 Duties of Treasurer**
The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any trustee of the corporation or to his or her agent or attorney, on request therefor.

Render to the President and trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

**4.10**

The officers shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**ARTICLE 5**
**COMMITTEES**

**5.1 Advisory Committee**
The Board of Trustees may, by a majority vote of its members, designate an Advisory Committee consisting of **[Three to Five members (Liaison)** . **At least one member of the Advisory Committee shall be a trustee.** Such committee shall exercise such powers and perform duties as may be delegated to it by the Board of Trustees, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Advisory Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Advisory Committee, and fill vacancies on the Advisory Committee. The Advisory Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

**5.2 Other committees**
The corporation shall have such other committees ( **Educational, Cultural & Religion, Recreations / Sport, Community outreach)** as may from time to time be designated by resolution of the Board of Trustees. These committees may consist of persons who are not also members of the board, but active member of the Beit Anan Community center and shall act in an advisory capacity to the board.

**5.3 Meetings and action of committees**
Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, monthly, regular and special meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6**
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**6.1 Execution of instruments**

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**6.2 Checks and notes**
Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**6.3 Deposits**
All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

**6.4 Gifts**
The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE 7**
**MEMBERS**

**7.1 Determination and rights of members**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Certificate of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

**7.2 Qualifications of members**

Membership in this corporation shall be open to all individuals who trace their ancestry to the village of Beit Anan and all other individuals who support the charitable purposes of this corporation.

**7.3 Membership and dues**

The annual dues payable to the corporation by members shall be **$ 250.0** for household. All dues shall be due and payable annually within thirty (30) days, or within six months of the commencement of the year for which membership dues are payable. \***An exempt from the fee or reduce fees should be determined by the board on individual confidential base.**

**7.4 Number of members**

There is no limit on the number of members the corporation may admit.

**7.5 Membership book**
The corporation shall keep a membership book containing the name, email, telephone number and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation’s principal office.

**7.6 Non-liability of members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

**ARTICLE 8**
**MEETINGS OF MEMBERS**

**8.1 Place of meetings**

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Trustees.

**8.2 Regular meetings**

A regular meeting of members shall be held on the main location or designated place by the board at quarterly periodical. The election of board members take place every two years, the candidates receiving the highest number of votes up to the number of trustees to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing trustees shall be deemed a regular meeting.

**8.3 Special meetings of members**

Special meetings of the members shall be called by the Board of Trustees or the President of the corporation, or, if different, by the persons specifically authorized under the laws of New Jersey to call special meetings of the members.

**8.4 Notice of meetings**

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) not more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case or facsimile notification, the to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Certificate of Incorporation, these Bylaws, or the law of New Jersey, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**8.5 Quorum for meetings**
The members present at the Convention shall constitute a quorum which is 51% of the members.

**8.6 Majority action as membership action**

Every action decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the Certificate of Incorporation, these Bylaws, or provisions of law, require a greater number.

**8.7 Voting rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by written ballot. Female members can cast their written ballot earlier at the same day and location.

**8.8 Conduct of meeting**

Meetings of members shall preside over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

At each regular meeting of the members, the Chairperson of the meeting shall distribute to the members present at such meeting a report, verified by the Board of Trustees, showing the: **(a)** assets and liabilities of the corporation, as of the end of the prior fiscal year together with any material changes thereto in the period up to and including the date of such report. **(b)** The revenue or receipts of the corporation and the expenses or disbursements of the corporation during the immediately preceding fiscal year. **(c)** The number of members of the corporation as of the date of the report. **(d)** A statement of the place where the names and places of residences of current members may be found. Such report shall be filed with the record of the corporation and a copy thereof entered in the minutes of the proceedings of the meeting.

**8.10 Nominations and proposed shareholder resolutions**

Nominations for membership in the Board of Trustees can be proposed by self-nomination or other members.

**ARTICLE 9**
**CORPORATE RECORDS, REPORTS AND SEAL**

**9. 1 Maintenance of corporate records**

The corporation shall keep at its principal office:

(a) Minutes of all meetings of trustees, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its members indicating their names and addresses, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation’s Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**9.2 Corporate seal**

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal, office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**9.3 Trustees’ inspection rights**

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind. As well as to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

**9.4 Members’ inspection rights**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such persons’ interest as a member:

(a) To inspect and copy the record of all members’ names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of trustees as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person’s interests as a member.

(d) Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

**9.5 Right to copy and make extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**9.6 Periodic report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

**ARTICLE 10**
**INTERNAL REVENUE CODE 501(c) (3) TAX EXEMPTION PROVISIONS**

**10.1 Limitations on activities**

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

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

**10.2 Prohibition against private inurnment**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**10.3 Distribution of assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of New Jersey.

**10.4 Private foundation requirements and restrictions**

For those periods (if any) during which the corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code:

(a) Annual Distribution of Income. The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(b) Self-Dealing. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

(c) Excess Business Holdings. The corporation will not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code.

(d) Taxable Investments. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Inter Revenue Code.

**ARTICLE 11**
**AMENDMENT OF BYLAWS**

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Trustees.

**ARTICLE 12**
**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this corporation, the provisions of the Certificate of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Certificate of Incorporation shall be to the Certificate of Incorporation filed in the office of the Secretary of State of the State of New Jersey and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding to any provisions if necessary.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, certify that I am the current elected and acting Secretary of the benefit

Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on, \_\_\_\_\_\_\_\_ and that they have not been amended or modified since the above.

***EXECUTED*** on this day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in the County of Passaic in the State of New Jersey.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Duly Elected Secretary)