

BY-LAWS

Friends of Carson Road Woods, Inc.

The undersigned, acting in their official capacities as the initial Directors of the Friends of Carson Road Woods, Inc. (the Friends), pursuant to Title 15A of the State of New Jersey Permanent Statutes (New Jersey Nonprofit Corporation Act), adopt the following By-Laws for such corporation:

ARTICLE I - Offices

Section 1. Principal Office

The principal office of the Friends is located in the County of Mercer, State of New Jersey. The address of the initial principal office is:

84 Carson Road
Princeton, NJ 08540

Section 2. Change of Address

The designation of the county or state of the Friends' principal office may be changed by amendment of these By-Laws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these By-Laws:

New Address: _____

New Address: _____

Dated: _____, 20____

Dated: _____, 20____

New Address: _____

New Address: _____

Dated: _____, 20____

Dated: _____, 20____

Section 3. Other Offices

The Friends may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II - Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

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(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The following, subject to applicable provisions of local, state, and federal law, are the specific objectives and purposes of the Friends:

- a) To advise Lawrence Township on the oversight and maintenance of Carson Road Woods and its environs;
- b) To serve as stewards of Carson Road Woods and its natural and agricultural environs;
- c) To guarantee that Carson Road Woods, excepting agricultural deed-restricted areas, remains open and accessible to the public;
- d) To ensure that Carson Road Woods remains basically undisturbed and in its natural state in perpetuity;

- e) To organize and carry out relevant public activities, such as educational hikes;
- f) To educate citizens on the historic, environmental, and agricultural value of Carson Road Woods, and
- g) To engage in other related activities, deemed necessary and proper by the Friends, in pursuit of the aforementioned objectives.

ARTICLE III - Directors

Section 1. Number

The Friends shall at all times have seven (7) Directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Qualifications for Directors of the Friends shall be as follows:

- a) Directors shall also be members of the Friends.
- b) Directors shall have attained at least twenty-one (21) years of age prior to taking office.
- c) Directors shall be residents of Lawrence Township, except that the initial Directors shall be exempt from this provision.

Section 3. Composition

Of the seven (7) Directors, the following composition shall be maintained at all times:

- a) One (1) shall legally reside in Rosedale Acres or on Rosedale Road within Lawrence Township;
- b) One (1) shall legally reside on Carter Road within Lawrence Township or on Dennick Court;
- c) One (1) shall legally reside on Carson Road;
- d) One (1) shall legally reside on neither of the roads listed above, but within Lawrence Township;
- e) One (1) should legally reside on Province Line Road, between the Stony Brook and US Route 206, or on Players Lane.
- f) The remaining positions may be filled by any other qualified person.

If, after a good faith effort, a candidate cannot be found from one of the aforementioned constituencies, any person who qualifies under Section 2 of this Article may be elected.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these By-Laws, and relating to action required or permitted to be taken or approved by the members of the Friends, the activities and affairs of the Friends shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Directors shall also enjoy all the privileges of membership, except as regulated by these By-Laws.

Section 5. Duties

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Friends;
- c) Supervise all Officers, agents and employees of the Friends to assure that their duties are performed properly;
- d) Meet at such times and places as required by these By-Laws;
- e) Register their postal and electronic addresses with the Secretary of the Friends, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

Section 6. Election and Terms of Office

Election of Directors shall take place annually at the organizational meeting of the Friends in January. Those wishing to run for election to the Board shall submit their names to the Secretary no less than two (2) weeks before the organizational meeting. All members may vote for up to the same number of individual candidates as there are vacancies, and by ballot only. The candidates receiving the highest number of votes up to the number of Directors allowed

shall be elected. In the event of a tie, the Secretary shall, by random selection, determine the winner.

Terms of office begin and end January 20 at 12:00 P.M.

Each duly elected Director shall hold office for a staggered period of two (2) years and until his or her successor is elected and qualifies. Every January, three (3) or four (4) of the authorized number of Directors shall be elected to serve on the Board of Directors.

Section 7. Compensation

Directors shall serve without compensation.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the Friends 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 Directors.

Section 9. Regular Meetings

Regular meetings of the Directors shall be held at the time and place at the discretion of a majority of the Directors. Care shall be taken to minimize scheduling conflicts amongst the Directors and members. When possible, the time and place of each regular meeting should be announced prior to adjournment of the previous regular meeting. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same weekday, hour, and place during the previous week.

The Directors and members shall meet each second Wednesday in January at 7:30 P.M. to hold elections and discuss matters of reorganization.

Regular meetings of the Board of Directors are open to all members of the Friends.

Section 10. Closed Meetings

Closed meetings of the Board of Directors are meetings including only the members of the Board, shall be used for administrative purposes only, and may be called by the Chairperson of the Board, the Secretary, the Treasurer, or by any two Directors. Such meetings shall be held at the principal office of the Friends or, if different, at the place designated by the person or persons calling the closed meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these By-Laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) **Regular Meetings.** At least one (1) weeks' prior notice shall be given by the Secretary of the Friends to each Director and member of each regular meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic transmission, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- b) **Closed Meetings.** At least seventy-two (72) hours' prior notice shall be given by the Secretary of the Friends to each Director of each closed meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by electronic transmission, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic notification, the Director contacted shall acknowledge personal receipt of the transmission notice by a return email or phone message within twenty-four (24) hours of the first electronic transmission.
- c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these By-Laws or the laws of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Regular and Closed Meetings

A quorum for regular and closed meetings of the Board of Directors shall consist of a majority (>50%) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these By-Laws or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action As Board Action

Every act or decision done or made by a majority (>50%) of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these By-Laws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 14. Conduct of Meetings

All regular and closed meetings of the Board of Directors shall be presided over by the Chairperson of the Board or, in his or her absence, any such Board member having been designated in advance by the Chairperson. In the absence of such an appointment, the following line of succession shall apply: Chairperson of the Board (or designated substitute), Vice-chairperson of the Board, any Director chosen by a majority of the Directors present at the meeting. The Secretary of the Friends 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.

All other rules of conduct shall be determined by Robert's Rules of Order.

Section 15. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, disqualification, removal, or repeated absence from meetings duly held of any Director, and/or (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board and the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Friends would then be left without a duly elected Director in charge of its affairs.

Directors may be removed from office, with or without cause, by a supermajority (≥67%) of all serving Board members or by majority (>50%) of all registered members, at any time. Notice of removal shall be made promptly in writing by the Secretary, or if removed, by his or her replacement.

A vacancy shall have occurred upon the repeated absence of a Director from meetings duly held in accordance with provisions of the Articles of Incorporation, these By-Laws, or provisions of law. Repeated absence shall be defined as non-participation at three consecutive meetings or at all meetings held over a span of three months, whichever is a greater number. A majority (>50%) of the Board of Directors may temporarily suspend this provision for good cause.

Unless otherwise prohibited by the Articles of Incorporation, these By-Laws or provisions of law, vacancies on the Board may be filled by approval of a majority (>50%) of Friends members present, but not by less than twenty-five (25) percent of total membership. A person elected to fill a vacancy on the Board shall serve the remainder of the initial term of office, or until his or her death, resignation, removal, disqualification, or repeated absence from office.

Section 16. Nonliability of Directors

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

Section 17. Indemnification by Corporation of Directors

The Directors of the Friends shall be indemnified by the Friends to the fullest extent permissible under the laws of this state.

ARTICLE IV - Officers

Section 1. Designation of Officers

The Officers of the Friends shall be a President, a Vice President, a Secretary, and a Treasurer. The Friends may also have any other such Officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Qualifications for Officers of the Friends shall be as follows:

- a) By virtue of their positions, the Chairperson of the Board of Directors shall serve as President and the Vice-chairperson of the Board of Directors shall serve as Vice President.
- b) The Secretary and Treasurer shall also be members of the Board of Directors.
- c) Officers shall also be members of the Friends.
- d) Officers shall have attained at least eighteen (18) years of age prior to taking office.
- e) All Officers should be residents of Lawrence Township and shall be residents of New Jersey, except that the initial Directors shall be exempt from this provision.

Section 3. Election and Term of Office

Officers shall be nominated and elected by a majority (>50%) of the Board of Directors, and each Officer shall hold office for a period of one (1) year, or until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Regular election of Officers shall occur on the same day, but after the annual election of Board members. Terms of office begin and end January 20 at 12:00 P.M.

Section 4. Removal and Resignation

Any Officer may be removed, with or without cause, by a supermajority (≥67%) of all serving Board members or by majority (>50%) of all registered members, at any time. Notice of removal shall be made promptly in writing by the Secretary, or if removed, by his or her replacement.

Any Officer may resign at any time by giving written notice to the Chairperson of the Board and the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, or disqualification of any Officer shall be filled by a majority (>50%) of the entire Board of Directors. 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. A person elected to fill a vacancy shall serve the remainder of the initial term of office, or until his or her death, resignation, removal, or disqualification from office.

Section 6. Nonliability of Officers

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

Section 7. Indemnification by Corporation of Officers

The Officers of the Friends shall be indemnified by the Friends to the fullest extent permissible under the laws of this state.

Section 8. Duties of President

The President shall be the chief executive Officer of the Friends and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Friends 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 Articles of Incorporation, by these By-Laws, or which may be prescribed from time to time by the Board of Directors.

The President shall preside at all meetings of the Board of Directors and at all meetings of the members.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she shall, in the name of the Friends, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 9. 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 on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these By-Laws, or as may be prescribed by the Board of Directors.

Section 10. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Friends the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keep at the principal office of the Friends, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, 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 By-Laws or as required by law.

Be custodian of the records and of the seal of the Friends and affix the seal, as authorized by law or the provisions of these By-Laws, to duly executed documents of the Friends.

Keep at the principal office of the Friends a membership book containing the name, postal and electronic addresses, and phone number of each member, 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 Director of the Friends, or to his or her agent or attorney, on request therefor, the By-Laws, the membership book and the minutes of the proceedings of the Directors of the Friends, excepting documents that have been sealed pursuant to Article IX, Section 5 of these By-Laws.

Take and publish the minutes of all regular and closed meetings of the Board of Directors, regular meetings of the members, and all meetings of committees and subcommittees, unless a designate has been appointed to do so.

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

Section 11. Duties Of Treasurer

The Treasurer shall:

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

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

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

Keep and maintain adequate and correct accounts of the Friends' 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 Director of the Friends, or to his or her agent or attorney, on request therefore, unless such documents have been sealed pursuant to Article IX, Section 5 of these By-Laws.

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

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 Articles of Incorporation of the Friends, by these By-Laws or which may be assigned to him or her from time to time by the Board of Directors.

Section 12. Compensation

Officers shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as determined by the Board of Directors. Such determination may be overturned by a majority (>50%) of all registered members.

ARTICLE V - Members

Section 1. Determination and Rights of Members

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

Section 2. Qualifications of Members

Qualifications for membership in the Friends shall be as follows:

- a) Members shall have attained at least thirteen years of age prior to becoming a member.
- b) Members shall affirm the goals and purposes of the Friends as they construe them.
- c) Members should be residents of Lawrence Township and of New Jersey, but membership shall not be restricted on the basis of residency.

Section 3. Admission of Members

Applicants seeking membership shall make application in writing to the President and/or Secretary, stating the name, postal and electronic addresses, and phone number of the applicant.

Section 4. Fees and Dues

- (a) There shall be no fee charged for making application for membership of the Friends.
- (b) Annual dues may be set by the Board of Directors by a majority (>50%) vote, but may not exceed thirty (30) dollars per annum.
- (c) Beginning in 2004, dues shall be set at fifteen (15) dollars per annum until changed pursuant to Subsection (b) of this Section.

Section 5. Number Of Members

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

Section 6. Nonliability of Members

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

Section 7. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death, resignation, removal, or disqualification.

Section 8. Majority Action As Membership Action

Every act or decision done or made by a majority (>50%) of voting members present in person or by proxy at a duly held meeting is the act of the members, unless the Articles of

Incorporation, these By-Laws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon his or her delivery of notice of such termination to the President or Secretary of the Friends personally or by postal mail.
- b) If the Friends have provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, or physically mailed to such member by the Secretary of the Friends. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by a supermajority ($\geq 67\%$) of the entire membership, that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Friends. Any person expelled from the Friends may appeal this determination directly to the Board, whose decision is final. A supermajority ($> 67\%$) of the entire Board of Directors is required to uphold an expulsion decision made by the members. Any person expelled from the Friends shall receive a refund of dues already paid for the current dues period.

Article VI - Voting

Section 1. 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 voice vote, unless a confidential ballot is deemed prudent by a majority ($> 50\%$) of the Directors. Election of Directors, however, shall be made by confidential ballot.

Section 2. Action by Written Ballot

Except as otherwise provided under the Articles of Incorporation, these By-Laws or provisions of law, any action which may be taken at any regular meeting of members may be taken without a meeting if the Friends distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a) set forth the proposed action;
- b) provide an opportunity to specify approval or disapproval of each proposal;
- c) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and
- d) specify the date by which the ballot must be received by the Friends in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Friends.
- e) be mailed or delivered to the Secretary before the time of the meeting at which the matter has been scheduled for a vote.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 3. Action by Proxy

Members unable to attend a regular meeting at which a vote has been scheduled in advance may vote by proxy if all of the conditions of Subsections (a) thru (e) of Section 2 of this Article are met. Election of Directors and voting upon amendments to corporate documents may not be done by proxy.

Members wishing to vote by proxy must declare this intention to the Secretary no less than five (5) days prior to the meeting at which the matter has been scheduled for a vote. The Secretary shall transmit the proxy ballot to the member within forty-eight (48) hours of receipt of such a request. In order to be counted, the proxy ballot must be returned to the Secretary before the time of the vote.

ARTICLE VII - Committees

Section 1. Executive Committee

The Board of Directors may, by a majority (>50%) vote of its members, designate an Executive Committee consisting of no less than four (4) Board members, including the Chairperson or Vice Chairperson, Secretary, and Treasurer, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Friends, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority (>50%) vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated and fill vacancies on the Executive Committee from the members of the Board. The Executive 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.

Pursuant to pursuant to Title 15A of the State of New Jersey Permanent Statutes (New Jersey Nonprofit Corporation Act), the Executive Committee may not alter the Articles of Incorporation or these By-Laws, appoint or remove officers or directors, submit any action to the membership for approval, or alter a previous Board resolution. The Executive Committee shall report its actions at the next full Board meeting. At all times, the full Board retains responsibility for the actions of the Executive Committee.

Section 2. Other Committees

The Friends shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 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 By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors 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 By-Laws.

ARTICLE VIII - Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any Officer or agent of the Friends to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Friends, and such authority may be general or confined to specific instances. Unless so authorized, and except as provided for in Section 2 of this Article, no Officer or other agent shall have any power or authority to bind the Friends by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2. Execution of Instruments in an Emergency Situation

During emergent circumstances, the President acting alone may, at his or her discretion, enter into any contract or execute and deliver any instrument in the name of and on behalf of the Friends, bind the Friends by contract or engagement, pledge its credit, or render it liable monetarily, in an amount not exceeding five hundred (500) dollars.

The President shall endeavor to inform as many Board members as possible before taking any of the aforementioned actions. The President shall report these actions, with appropriate justification, to the full Board at the earliest possible occasion.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Friends shall be signed by the Treasurer and, if necessary, countersigned by the President of the Friends.

Section 4. Deposits

All funds of the Friends shall be deposited by the Treasurer from time to time to the credit of the Friends in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts

The Board of Directors may accept on behalf of the Friends any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

ARTICLE IX - Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The Friends shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and of all meetings of members, indicating the time and place of holding, the names of those present or represented at the meeting, 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, if any, indicating their names and postal and electronic addresses and the termination date of any membership;
- d. A copy of the Friends' Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Friends at all reasonable times.

Section 2. Corporate Seal

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

Section 3. Directors' and Members' Inspection Rights

Every Director and member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Friends and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these By-Laws and provisions of law.

Section 4. 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.

Section 5. Limitations on Inspection, Copy, and Extract Rights.

No Director or member, excepting the President, shall be allowed to inspect, copy, and/or make extracts of any documents deemed of a sensitive nature or embargoed by a supermajority (≥67%) of the entire Board of Directors, or by executive decision of the President. Such a decision may be reversed and/or overridden by a supermajority (≥67%) of all serving Board members.

Upon imposition of said limitation, the President shall direct the Secretary to seal and retain possession of such documents.

Section 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 the Friends, to be so prepared and delivered by the Secretary within the time limits set by law.

ARTICLE X - IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the official activities of the Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Friends, in their official capacities, shall not participate in or intervene in the publication or distribution of statements, or any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these By-Laws, this corporation shall not carry on any activities not permitted to be carried on (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.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the Friends shall inure to the benefit of any member, trustee, Officer of the Friends, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Friends affecting one or more of its purposes, and no member, trustee, Officer of the Friends, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Friends.

Section 3. Distribution of Assets

Upon the dissolution of the Friends, the assets of the Friends shall be distributed exclusively to one or more charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County of Mercer, in which the principal office of the Friends is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI - Amendments to Articles of Incorporation

Section 1. Amendments to the Articles of Incorporation except ARTICLE III (Statement of Purpose)

Any provision stated in the Articles of Incorporation of the Friends of Carson Road Woods, Inc., except for ARTICLE III (Statement of Purpose) may be amended pursuant to the following rules:

- a) Amendments to the Articles of Incorporation may be proposed by any Director or member by submitting such proposal to the Board of Directors or the Secretary.
- b) Proposed amendments shall be distributed to all Directors and members by the Secretary no less than five (5) days prior to the meeting at which a vote will be taken on the proposal.
- c) Amendment of such proposals during a meeting of members shall not be construed to violate sub-Section (b) of this Section.
- d) An amendment shall have passed upon a supermajority ($\geq 67\%$) vote of total members present, but not by less than thirty-three (33) percent of total number of members.

Section 2. Amendments to ARTICLE III (Statement of Purpose) of the Articles of Incorporation

ARTICLE III (Statement of Purpose) of the Articles of Incorporation shall not be amended, except by consent of at least all but one serving Board member.

ARTICLE XII - Amendments to By-Laws

Section 1. Amendments to the By-Laws except ARTICLES XI and XII

Any provision stated in the By-Laws of the Friends of Carson Road Woods, Inc., except for ARTICLES XI and XII may be amended pursuant to the following rules:

- a) Amendments to the By-Laws may be proposed by any Director or member by submitting such proposal to the Board of Directors or the Secretary.
- b) Proposed amendments shall be distributed to all Directors and members by the Secretary no less than five (5) days prior to the meeting at which a vote will be taken on the proposal.
- c) Amendment of such proposals during a meeting of members shall not be construed to violate sub-Section (b) of this Section.
- d) An amendment shall have passed upon a majority (>50%) vote of total members present, but not by less than twenty-five (25) percent of total number of members.

Section 2. Amendments to the By-Laws ARTICLES XI and XII

ARTICLES XI and XII of the By-Laws of the Friends of Carson Road Woods, Inc., may be amended pursuant to the same rules as stated in Section 1 of this Article except that a vote of passage requires a supermajority (≥67%) vote of total members and Directors present, but not by less than thirty-three (33) percent of total number of Directors and members.

ARTICLE XIII - Construction and Terms

Section 1. Loose Construction of Terms. When the intent of a provision within these By-Laws comes into question, or when these By-Laws are silent on a matter in question, an interpretation should be made to allow for the greatest possible public participation and input. None of the provisions listed herein shall be construed in any way to stifle the free exchange of ideas, spirited debate, and casual atmosphere that has characterized the Friends group throughout its pre-incorporation days. Notwithstanding this Section, the provisions of these By-Laws should be followed closely enough to maintain an essential degree of civility and decorum.

Section 2. Conflicts Across Corporate Documents. If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall prevail.

Section 3. Unenforceability of Provisions. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

Section 4. Charter Document References. All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the New Jersey Office of the Secretary of State and used to establish the legal existence of this corporation.

Section 5. IRC References. All references in these By-Laws 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 to corresponding provisions of any future federal tax code.

ARTICLE XIV - Transitional Provisions

Section 1. Powers of Initial Directors

Benjamin Brickner, as Chairman of the Board of Directors and President, Robert Hunsicker, as Vice Chairman of the Board of Directors and Vice President, and Mark Rudnick, as Treasurer and Secretary, shall constitute the initial Board of Directors and shall be afforded all the powers of, and be subject to all the restrictions on, the aforementioned offices until their terms end on August 1, 2003 at 12:00 P.M.

Section 2. Selection of Transitional Board of Directors

For the transitional period of the Friends from August 1, 2003 until after the annual organizational meeting on January 14, 2004, the initial Board of Directors shall appoint by majority (>50%) vote the members of the transitional Board of Directors pursuant to Article III, Sections 1 through 3 of these By-Laws.

The terms of the transitional Board members shall end January 20 at 12:00 P.M.

Section 3. First Regular Board Members' Terms of Office

Immediately after elections for the first regular Board of Directors, and before the selection of Officers, the transitional Secretary shall, by random selection, determine which three (3) newly elected Board members shall serve for one (1) year. The remaining four (4) Board members shall serve a full term of two (2) years. This Section shall not be construed to violate Article II, Section 6 of these By-Laws.

Beginning in January 2005, all regular elections for Board members shall be for two (2) year terms.

ADOPTION OF BY-LAWS

We, the undersigned, acting in our official capacities as the initial Directors of this corporation, have made and subscribe to these By-Laws, and consent to, and hereby do adopt the foregoing By-Laws, consisting of thirteen (13) preceding pages, as the By-Laws of this corporation.

<S>

Benjamin Brickner, President

Dated: Jul. 28, 2003

<S>

Robert Hunsicker, Vice President

Dated: Jul. 28, 2003

<S>

Mark Rudnick, Treasurer/Secretary

Dated: Jul. 28, 2003

Prior History

Ratified July 28, 2003.

Amendment to Art. II, § 2(c) approved July 31, 2003.

Technical amendment to Art. XIV, § 3 approved January 14, 2004.

Technical and substantive amendments approved January 12, 2005.