

BY-LAWS
of
FAMILY ASSOCIATION OF NORTHFIELD, INC.
(A New Jersey Nonprofit Corporation)

ARTICLE I
NAME

The name of this corporation is Family Association of Northfield, Inc. ("**Corporation**" or "**FAN**").

ARTICLE II
OFFICES

The Corporation shall have a main office at such place as the Board of Trustees (the "**Board**") determines from time to time. The Corporation may also have offices at such other places as the Board may from time to time designate or as the activities of the Corporation may require.

ARTICLE III
SEAL

If a corporate seal is required, the corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New Jersey".

ARTICLE IV
APPLICABILITY

These are the By-Laws of Family Association of Northfield, Inc., a nonprofit organization organized pursuant to the provisions of the Laws of the State of New Jersey, being N.J.S.A. 15A:1-1 et seq. (L.1983, C. 127), as amended (the "**Act**"), known and cited as the "New Jersey Nonprofit Corporation Act." The administration and management of this Corporation and the actions of the Trustees, officers and representatives shall be governed by these By-Laws.

ARTICLE V
STATEMENTS OF PURPOSE

1. In addition to the purposes set forth in the Certification of Incorporation, to promote amateur sports competition in Northfield, New Jersey. To teach primary school age children (grades K-8) the fundamentals of athletic sports including sportsmanship and teamwork.

Sport programs offered by FAN are classified as follows:

Recreational- The recreational programs share a primary goal to teach school age children (grades K-8) the fundamentals of athletic sports including sportsmanship and teamwork. The goal of each program is to provide registered participants the ability to have a fun positive experience and develop an enthusiastic attitude towards sports in general based upon their participation in the specific program. FAN offers recreational programs in Basketball.

Travel- Travel programs provide a highly competitive training and playing environment for players (and their families) who have the required athletic ability, skills and commitment to meet the demands placed upon them. Team selection can be by tryout. Registration for a travel team does not guarantee selection. Participation for those players selected is solely at the discretion of the Head Coach for that sport program. Participation on a travel team/program is not guaranteed. FAN offers travel sport programs in Football, Basketball and Cheerleading.

2. The Corporation is also formed to receive and maintain a fund or funds of real or personal property, or both, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, scientific and educational purposes provided for under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended ("**Code**").

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers, directors, 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 its purposes.

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

5. The above-stated purposes shall always be implemented, read to comply with and be consistent with the requirement that the Corporation be organized exclusively for charitable, scientific, educational and literary purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE VI

MEMBERS

The Corporation shall have two classes of Members ("**Members**"), Voting Members and Non-Voting Members.

1. Voting Members.

(a) Each Voting Member must be a resident of Northfield and have at least one child that currently participates in a FAN sports program and completes and files with the Board of Trustees a registration statement in a form prescribed by the Board.

(b) On matters with respect to which the Voting Members vote, each Member shall cast one vote per child participating in a FAN sports program, but no Members shall cast more than 2 votes per family (including extended and blended families).

(c) Subject to paragraph 11(e) of Article VII hereof, Voting Members may attend meetings of the Board and vote on the election of Trustees at an annual meeting.

(d) Suspend

The Board of Trustees may suspend a Voting Member for a period of three (3) months for conduct deemed to be contrary to the interests of the Corporation upon a vote of two-thirds (2/3) of the number of Trustees.

2. Non-Voting Members.

(a) A Northfield resident participating in a FAN program as a coach, referee, or team mom without a child in the program. Subject to paragraph 11(e) of Article VII hereof, Non-voting Members may attend Board meetings, but will not vote on matters with respect to which the Voting Members may vote.

ARTICLE VII

BOARD OF TRUSTEES

1. **Management.** The activities of this Corporation shall be managed by its Board of Trustees. All Trustees must be at least 18 years of age and when elected must be eligible to be a Voting Member. Once elected, Trustees shall remain eligible as long as they are a Voting Member.

2. **Appointment.** The Corporation shall have no fewer than nine (9) Trustees.

3. **Current Trustees:**

NAME:	TERM ENDING:
CJ Smith	April 30, 2024
Frank Rich	April 30, 2024
Amanda Buccafurni-Tabasso	April 30, 2024
Mike Thomas	April 30, 2025
Devon Kallen	April 30, 2025
Angelo DeRosa	April 30, 2025
Colleen Kennedy	April 30, 2026
Nicole Perone	April 30, 2026
Greg Ryan	April 30, 2026

4. **Successor Trustees.**

(a) The election of Trustees to fill vacancies will occur at the annual meeting of the Corporation held each year in the month of April.

(b) Each calendar year, the Secretary of the Corporation shall prepare a list of Voting Members registered as of December 31st of such year. All Voting Members registered as of this date may vote at the next annual meeting of the Board for those individuals nominated to fill vacancies on the Board of Trustees.

(c) During the months of January and February and March of each calendar year, Voting Members may submit nominations for Trustees whose terms will expire at the next annual meeting, resigned or were removed pursuant these By-laws. Such nominations shall be submitted to the President and/or Secretary during such months or as date selected by the Board. The Corporation shall keep a list of all such nominations which list shall be available for inspection by Voting Members at any time. Each nomination must include the endorsement of not less

than ten (10%) percent of the Voting Members, such number determined by the Secretary as of December 31st of the previous calendar year.

(d) Trustees shall be elected by plurality of votes cast at next annual meeting. Voting shall be by ballot under such rules and conditions the Board shall determine. Elected Trustees shall take office at the annual meeting during which they are elected when the election is complete. The first order of business of the Board following the election of Trustees will be for the Trustees to elect a President and a Vice President. The President, and in his or her absence, the Vice President, will preside over the meetings of the Board.

(e) Each Trustee will be elected to a three-year term commencing with his or her election. The term will end on the third anniversary of his or her appointment and/or when his or her successor has been selected determined. No Trustee who has served for a full 3 year term shall be eligible to be elected to a subsequent and consecutive term.

(f) If successors for Trustee positions are not found, in order to maintain a complete Board, the following will be enacted:

1) Current Trustees with expiring terms may remain for an additional 1-year term at the discretion of the Board.

(2) Trustees seeking to remain for a 3-year term will need to obtain the endorsement for nomination of not less than 10% of eligible Voting Members.

5. **Resignation**

A Trustee may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at a subsequent time as shall be specified in the notice of resignation. In such case, the Board may appoint a successor Trustee upon the affirmative vote of five (5) of the Trustees which appointed Trustee shall serve until the election of Trustees at the next annual meeting at which time the vacancy will be filled by the Voting Members pursuant to paragraphs 5-7 of this Article VII.

6. **Suspend/Removal**

(b) The Board of Trustees, by affirmative vote of five (5) of the then-serving Trustees (except the Trustee to be suspended and/or removed), may suspend or expel a member of the Board for cause deemed detrimental to the

Corporation. In such case, the Board may appoint a successor Trustee upon the affirmative vote of five (5) of the Trustees which appointed Trustee shall serve until the election of Trustees at the next annual meeting at which time the vacancy will be filled by the Voting Members pursuant to paragraphs 5-7 of this Article VII.

6. Voting.

(b) The act of the majority of the Trustees of the Board shall be the act of the Board or the committee, as the case may be, unless the act of a greater number is required by these By-Laws, the Act or the Corporation's Certificate of Incorporation, as amended. Any action required to be authorized by a vote of the Trustees greater than a majority shall be rescinded or modified only by a like vote.

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

7. Committees.

(a) The President of the Corporation shall oversee the formation of one or more committees, each of which shall have a Trustee serve as the chairperson for a term at the discretion of the Board. To the extent provided in the resolution, each committee shall have and may exercise all the authority of the Board, except that no committee shall have the power or authority to:

1. Make, alter or repeal any By-Law of the Corporation.
2. Elect or appoint any Trustee or remove any officer or Trustee;
3. Amend or repeal any resolution adopted by the Board;
3. Take any action that will or would be likely to violate any provision of the Corporation's Articles of Incorporation or By-Laws or violate any resolution of the Board.

(b) The Board may at any time:

1. Fill any vacancy in any committee;
2. Appoint one or more existing Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members
3. Abolish any committee (except the Executive Committee, which may only be abolished by the unanimous consent of the Board) at its pleasure; and
4. Remove any Trustee from membership on a committee at any time with cause deemed detrimental to the Corporation.

(c) Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the meeting of the Board is held within 2 days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting. be provided to the Board as soon as possible.

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

(e) The authority granted under this Paragraph 10 to a majority of the Board to take certain actions by resolution is in addition to and shall in no way limit the authority of the Board to act without a meeting as provided in Article VII Paragraph 9(b) of these By-Laws.

8. Meetings.

(a) Meetings of the Board will be held in Northfield, New Jersey or a place outside of Northfield, New Jersey, but not more than five (5) miles from Northfield City Hall. All meetings of the Board will be conducted in accordance with Robert's Rules of Order.

(b) Each annual meeting of the Board shall occur on the third Thursday during the third week in April of each year unless otherwise scheduled by the Board. The location of the annual meeting shall be set by the Board not less than one (1) month prior to such meeting.

(c) Regular meetings of the Board will be held monthly, with the Board setting the dates of each such monthly meeting no less than one (1) month in advance. All monthly meetings shall be at such time and place as the Board shall determine at least one (1) month in advance of each such meeting.

(d) Special meetings of the Board shall be held upon two (2) days notice. Notice of any meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting. The attendance of any Trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that Trustee. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

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

(f) All meetings shall be open to the Membership, unless Federal/State/Local guidelines prohibit such action. Any Member desiring a direct private meeting with the Board of Trustees shall be required to submit a written request to the FAN Board requesting the right to do so, in order for the FAN President, to set aside time on the meeting's agenda. The Board may limit the amount of time Voting Members may speak during the open public session as long as such time limit applies equally to all Members. Notwithstanding anything to the contrary, the Board may meet privately before or after any annual or monthly meeting or any special meeting (which may be called solely for this purpose) if it is in the best interests of the Corporation as determined by a majority vote of the Board which shall be first order of business on each subject at the private meeting.

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

10. Duties. Trustees and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. In discharging their duties, Trustees and members of any committee designated by the Board shall not be liable if, acting in good faith they rely on the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of accounts or reports of the Corporation represented to them to be correct by the president, the officer of the corporation having charge of its books of account, or the person presiding at a meeting of the Board.

11. Indemnification. Every person who is or was a Trustee or officer of the Corporation, or any person who serves or has served in any capacity with any other enterprise at the request of the Corporation, shall be indemnified by the Corporation to the fullest extent permitted by law. The Corporation shall indemnify the persons listed above against all expenses and liabilities reasonably incurred by or imposed on them in connection with any proceedings to which they have been or may be made parties, or any proceedings in which they may become involved by reason of being or having been a Trustee or officer of the Corporation, or by reason of serving or having served another enterprise at the request of the Corporation, whether or not in the capacities of Trustees or officers of the Corporation at the time the expenses or liabilities are incurred. Notwithstanding anything contained in this paragraph 14 to the contrary, the Corporation shall not be required to indemnify any person listed above if such person's actions or conduct are determined to be negligent, willful or fraudulent.

ARTICLE VIII **OFFICERS**

1. **Appointment.** The officers of the Corporation shall consist of a president, a secretary, a treasurer, and, if desired, a vice president, and all other officers as may be prescribed by the Board at its annual meeting. The officers shall be elected or appointed by the Board. The Corporation may provide alternative titles for those officers provided that the Certificate of Incorporation or the By-Laws specify which other officer titles correspond to the president, secretary and treasurer and that the alternative titles not be used in completing the annual report filed pursuant to section 15A:4-5 of the Act.

As of the date of the adoption of the By-Laws, the officers of the Corporation are as follows:

President	Amanda Buccafurni-Tabasso
Vice President	Colleen Kennedy
Secretary	Devon Kallen
Treasurer	Mike Thomas
Sergeant at Arms	Angelo DeRosa

All officers named in this paragraph shall hold office for one year or until their successors are elected and qualified approved by the Board. Officers shall be appointed designated at each annual meeting of the Corporation.

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

Except as set forth in paragraph 1 above, any officer elected or appointed as herein provided shall hold office until a successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation.

President. The president shall be the chief executive officer of the Corporation; he/she shall preside at all meetings of the Trustees; he/she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the president, to any other officer or officers of the Corporation. He/she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He/she shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of president.

Vice President. The vice president shall act in all cases for and as the president in the latter's absence or incapacity and shall perform such other duties as he/she may be required to do from time to time.

Secretary. The secretary shall attend all sessions of the Board and act as clerk thereof and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Trustees when required. He/she shall give, or cause to be given, notice of all meetings of the members of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or

president, under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the Corporation, if one is required, and when authorized by the Board, affix the same to any instrument requiring it.

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

Sergeant at Arms: This officer will ensure all bylaws and traditions are respected by everyone. During meetings of the Board, it is the responsibility of this person to make certain parliamentary procedures are followed, by all members and Officers. Additionally, the sergeant at arms shall call to order as well as adjourn all meetings. This office provides support to the President, by acting as the lead on any inquiry the Board shall investigate. With regard to such matters that an investigation is deemed necessary by the Board, the Sergeant at Arms, President, Vice President and Treasurer, shall hear the results of the investigation and render a decision based upon a majority vote by such members.

2. Removal.

(a) Any officer elected or appointed by the Board may be removed by a majority of the Board (excluding the officer to be removed if he/she is also a member of the Board of Trustees) with cause deemed detrimental to the Corporation.

(b) (Reserved.)

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

(d) Any vacancy occurring among the officers, however caused, shall be filled in the manner provided in these By-Laws. In the absence of such a provision, any vacancy shall be filled by the affirmative vote of a majority of the Board.

ARTICLE IX

STANDING COMMITTEES

Subject to changes made by the Board, the following Standing Committees shall be formed for the Corporation's Sports Programs- cheerleading, football, and basketball. Additionally, Standing Committees will be formed for the following support groups for the Corporation: fundraising, sponsorships, social media, merchandise and snack bar.

1. Sports Programs

(a) At each annual meeting, the Board shall approve those individuals that stand on a Committee for each sport program (Cheerleading, Football and Basketball). Each Committee shall have a Committee Chair that must be a Trustee. The Committee Chair will nominate those individuals for approval by the Board for standing on the Committee. In addition, to such responsibilities as the Committee may determine, the Chair will report on Committee activities at each Board meeting. Each Committee shall have a Program Coordinator responsible for the day-to-day, off the field, operation of such program. The Program Coordinator may or may not be a Member or a Trustee. The Committee Chair will nominate for the Board's approval the Program Coordinator for that sport program.

(b) The Board's nominations shall be subject to approval by the Board. If the Board does not approve such nomination, any Trustee may nominate the individuals of a Committee, each such nomination specifying the position each individual will hold.

(c) Each Committee shall appoint the head coaches for its Travel Sport Programs at each level (Taxi, Peewee, Junior Varsity, Varsity or like divisions), all of whom must be approved by the Board. All head coaches shall appoint his or her assistant and subordinate coaches, all of whom must be approved by the Board. Notwithstanding anything to the contrary, each member of a program coaching staff and each person participating in the program with children shall be subject to, and must agree to, background checks before participating in any program.

(d) Prior to the commencement of the applicable sport program, the Committee shall propose and submit to the Board for approval a program in such detail as the Board prescribes. Once approved the Committee shall adhere to the program approved by the Board, subject to such amendments as the Board may approve or adopt from time to time.

(e) Each Committee shall endeavor to act with the consent of all three members. If the Committee Members cannot agree on an action to be taken, such matter shall be submitted to the Board, which shall decide the matter. All Committee activities are subject in all events to the direction and control of the Board.

2. Fundraising.

(a) The Fundraising Committee shall be primarily responsible for organizing fund raising events subject to the direction and control of the Board of Trustees. Each calendar year, from time to time, the Fundraising Committee shall propose and submit to the Board for approval fundraising programs.

(b) The Fundraising Committee shall consist of not less than 3 individuals one of which shall be a Trustee of the Board and such person shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall report the activities of the Committee to the Board at each meeting. All Committee activities are subject in all events to the control of the Board.

3. Sponsorships

(a) The Sponsorship Committee shall be primarily responsible for organizing and obtaining sponsorships subject to the direction and control of the Board of Trustees. Each calendar year, from time to time, the Sponsorship Committee shall propose and submit to the Board for approval solicited sponsors offering support for the programs of the Corporation.

(b) The Sponsorship Committee shall consist of not less than 3 individuals one of which shall be a Trustee of the Board and such person shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall report the activities of the Committee to the Board at each meeting. All Committee activities are subject in all events to the control of the Board

4. Social Media

(a) The Social Media Committee shall be primarily responsible for developing and maintaining the Corporations media sources subject to the direction and control of the Board of Trustees. Each calendar year, from time to time, the Social Committee shall propose and submit to the Board for approval matters pertaining to the use of all media programs associated with the Corporation.

- (b) The Social Media Committee shall consist of not less than 3 individuals one of which shall be a Trustee of the Board and such person shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall report the activities of the Committee to the Board at each meeting. All Committee activities are subject in all events to the control of the Board

5. **Merchandise**

- (a) The Merchandise Committee shall be primarily responsible for developing, coordinating and maintaining the Corporations product line subject to the direction and control of the Board of Trustees. Each calendar year, from time to time, the Merchandise Committee shall propose and submit for approval information relating to product, planning and expenditures to the Board of Trustees.
- (b) The Merchandise Committee shall consist of not less than 3 individuals one of which shall be a Trustee of the Board and such person shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall report the activities of the Committee to the Board at each meeting. All Committee activities are subject in all events to the control of the Board

6. **Snack Bar**

- (a) The Snack Bar Committee shall be primarily responsible for developing, maintaining and coordinating the Corporations line of food related products offered for sale during programs offered by Corporation subject to the direction and control of the Board of Trustees. Each calendar year, from time to time, the Snack Bar Committee shall propose and submit for approval product, planning, accounting and sales information to the Board of Trustees.
- (b) The Snack Bar Committee shall consist of not less than 3 individuals one of which shall be a Trustee of the Board and such person shall serve as the Chairperson of the Committee. The Chairperson of the Committee shall report the activities of the Committee to the Board at each meeting. All Committee activities are subject in all events to the control of the Board

ARTICLE X
FINANCIAL MATTERS

1. The Corporation shall keep books and records of account and minutes of the proceedings of its Board and make available for inspection at the office of its agent, records containing the names and addresses of all members of the Board.

2. The Corporation shall maintain an operating account and such other special accounts as the Board may from time to time determine.

3. The books and records of the Corporation shall be available for inspection by the Members at reasonable times and with at least two (2) days prior notice.

4. An annual financial statement of the Corporation for each calendar year shall be available to the Members no later than March 15 of the following calendar year.

ARTICLE XI
**SALES OR OTHER DISPOSITION OF ASSETS IN REGULAR
COURSE OF ACTIVITIES AND MORTGAGE OR PLEDGE OF ASSETS**

The sale, lease, exchange, or other disposition of all, or substantially all, the assets of the Corporation in the usual and regular course of its activities as conducted by the Corporation, and the mortgage or pledge of any or all the assets of the Corporation whether or not in the usual and regular course of activities as conducted by the Corporation, may be made upon terms and conditions and for a consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds or other securities of any domestic corporation, foreign corporation, or any corporate business entity as shall be authorized by the Board.

ARTICLE XII
**SALE OR OTHER DISPOSITION OF ASSETS
OTHER THAN IN REGULAR COURSE OF ACTIVITIES**

The sale, lease, exchange, or other disposition of all, or substantially all, the assets of the Corporation, if not in the usual and regular course of its activities as conducted by the Corporation, may be made upon terms and conditions and for a consideration, which may consist in whole or in part of money or property, real or

personal, including shares, bonds or other securities of any corporation, domestic or foreign, or any corporate business entity as may be authorized by the Board.

ARTICLE XIII **LIABILITY/INSURANCE**

1. Except for gross negligence, willful misconduct or fraud with respect to any act or omission which has a material adverse effect on the Corporation, the Trustees and officers of the Corporation shall not, as such, be liable for corporate debts and obligations, and the Trustees, officers and any volunteers shall not be personally liable for any claim based upon an act or omission of such person performed in the reasonable discharge of his or her corporate duties.

2. The Corporation may obtain insurance as it deems necessary, provided such insurance is authorized by a majority vote of a quorum of the Board of Trustees.

ARTICLE XIV **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December.

ARTICLE XV **AMENDMENTS**

These By-Laws shall not be altered, amended, revoked, repealed or terminated except upon the written consent of (80%) percent (rounded down to the nearest whole number) of the Trustees.

ARTICLE XVI **MISCELLANEOUS**

1. Notwithstanding any of the provisions of these By-Laws and the Corporation's Certificate of Incorporation, the Corporation shall not carry on any activity not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be amended.

2. Notwithstanding any of the provisions of these By-Laws and the Corporation's Certificate of Incorporation, upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed

exclusively to charitable, religious, scientific, literary, educational or public safety testing organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Code and the Regulations as they now exist or as they may be amended.

3. Each paragraph and provision of these By-Laws shall be considered separable and if for any reason any provision of these By-Laws is determined to be invalid and/or contrary to any existing or future law, such invalidity shall not impair the operation of or effect those provisions of these By-Laws which are valid.

4. The headings and captions contained herein are for reference purposes and convenience only and shall not in any way effect the meaning or interpretation of these By-Laws.

ARTICLE XVII **CONSTRUCTION**

Any question as to the meaning or construction of these By-Laws shall be decided by a vote of two-thirds of the Trustees (rounded down to the nearest whole number). In no event shall any provision of these By-Laws conflict with applicable law. the remainder, which shall remain in full force and effect to the greatest extent possible. All matters not provided for in the Corporation's Articles of Incorporation or these By-Laws shall be determined by the Board of Trustees.

Approved and adopted by Resolution
dated April 22, 2021, as amended on
February 25, 2021, as amended June 27,
2019.