

**BYLAWS OF  
ASSOCIATION OF THE GENERAL WINGATE  
SECONDARY SCHOOL ALUMNI INC.  
a New Jersey Domestic Nonprofit Corporation**

**ARTICLE I  
OFFICES**

**SECTION 1.01 PRINCIPAL EXECUTIVE OFFICE**

The principal office for the transaction of the business of the Association of the General Wingate Secondary School Alumni Inc. (the “**Corporation**”) is located at 118 Heather Drive, Mount Laurel, NJ 08054-1030 in Burlington County, New Jersey (the “**Principal Executive Office**”). The Corporation’s board of directors (the “**Board**” or “**Board of Directors**”) may change the Principal Executive Office from time to time.

**SECTION 1.02 OTHER OFFICES**

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the State of New Jersey’s Domestic Nonprofit Corporation organizing laws for charitable purposes. The specific purpose of this Corporation is to foster communication among former students of the General Wingate School, with a view to promoting educational excellence and other professional endeavors in Ethiopia. To achieve these goals, the Corporation will engage in activities including formal and informal communication among members; fund-raising events; reunion events; planning, developing, and implementing projects; organizing conferences, workshops, and seminars; and organizing other volunteer activities. The foregoing purposes meeting the requirements for exemption provided by the State of New Jersey’s revenue and taxation code and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Board shall establish particular programs from time to time to accomplish these purposes. This Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**ARTICLE III  
NONPARTISAN ACTIVITIES**

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

## **ARTICLE IV DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, upon approval by a simple majority of active members at the time, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

## **ARTICLE V MEMBERS**

### **SECTION 5.01 MEMBERSHIP**

The members of this Association shall be former students of the General Wingate Boarding School who are formally registered with the Association and, if applicable, are current with their payment of membership dues.

### **SECTION 5.02 DUES**

Annual dues shall be paid by all members, except those with special circumstances as determined by the Executive Committee. The amount of annual dues shall be established by the general membership.

### **SECTION 5.03 APPOINTMENT OF OFFICERS**

The members shall retain the ability to elect and remove all officers and agents of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws; fix their compensation; and require from them security for faithful service.

## **ARTICLE VI DIRECTORS**

### **SECTION 6.01 POWERS**

(a) Responsibility. Officers are responsible to the general membership of the Association. Officers shall have the powers and perform the duties inherent in their office and such other duties as are required by law, or are assigned in the Bylaws as follows in the clauses below.

(b) Voting and other rights. Any action shall require a vote of the members and the directors under the New Jersey Domestic Nonprofit Corporation.

(c) Corporate powers. Subject to the provisions of the New Jersey Domestic Nonprofit Corporation law and any other applicable laws, and subject also to any limitations in the articles of incorporation and these bylaws, the business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Conduct, manage and control the affairs and business of this Corporation, and make such rules and regulations therefore not inconsistent with law, with the articles of incorporation or with these bylaws Section 6.01 (b) above, as they may deem best.

(ii) Change the Principal Executive Office or the principal business office in the State of New Jersey from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of New Jersey; and designate any place within or outside the State of New Jersey for the holding of any meeting or meetings, including annual meetings.

(iii) Adopt, make and use a corporate seal; and alter the form of the seal.

## **SECTION 6.02 NUMBER AND QUALIFICATION OF DIRECTORS**

The authorized number of directors shall be at least five (5) and no more than eleven (11), the exact number to be fixed from time to time by a majority of the then authorized and acting directors and approved by the general membership. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed as hereinafter provided. Directors need not be residents of the State of New Jersey.

## **SECTION 6.03 VACANCIES**

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death or resignation of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by a final order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the New Jersey Domestic Nonprofit Corporation law ; (iii) the vote of a majority of the members to remove a director; (iv) an increase in the authorized number of directors; or (v) the failure to elect the number of directors to be elected at a meeting at which any director or directors are to be elected.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the members may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Vacancies filled by directors. Vacancies in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by the sole remaining director with approval by the general membership. Each director elected to fill a vacancy shall hold office until the expiration of the term for which he is elected and until a successor has been elected and qualified. Nominations shall be solicited by the president at least one month before the election deadline.

(c) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(d) Restriction on interested directors. Not more than 20% of the persons serving on the board of directors at any time may be "interested persons." An "interested person" is (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

#### **SECTION 6.04 PLACE OF MEETINGS; MEETINGS BY TELEPHONE**

Meetings of the Board of Directors may be held at any place within or outside the State of New Jersey that has been designated from time to time by the board. In the absence of such designation, meetings shall be held at the Principal Executive Office of the Corporation. Any meeting may be held by conference telephone or similar communication equipment, and all participating directors shall be deemed to be present in person at such meeting.

#### **SECTION 6.05 ANNUAL MEETINGS.**

The Board of Directors shall meet at least once annually for the purposes of organization, election of directors and officers and the transaction of other business, provided that notice of such Annual Meeting is given to all directors pursuant to Section 6.08.

#### **SECTION 6.06 OTHER REGULAR MEETINGS.**

Additional regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may determine. Meetings between the officers shall be held at least quarterly (that is every 3 months) per year.

#### **SECTION 6.07 SPECIAL MEETINGS**

Special meetings of the Board of Directors may be held whenever called for by the chairperson of the board, president, vice-president, secretary or any two (2) members of the Board of Directors. Such special meeting shall be held at the Principal Executive Office of the Corporation, unless such other location is indicated in the notice of the special meeting.

## **SECTION 6.08 NOTICE.**

(a) Manner of giving. Notice of the time and place of any Annual Meeting, Regular Meeting, Members Meeting, and Special Meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, including a voice messaging system, or by electronic transmission either directly to the director or to a person who would reasonably be expected to communicate such notice promptly to the director; (d) by electronic mail; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

(b) Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph or electronic mail shall be delivered, telephoned or transmitted at least 48 hours before the time set for the meeting.

(c) Notice contents. Notices shall state the time and place for the meeting, and specify the purpose of the meeting.

## **SECTION 6.09 QUORUM**

Sixty percent of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.11. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to any other provisions of law or the articles of incorporation, as well as the more stringent provisions of the New Jersey Domestic Nonprofit Corporation law relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of some directors from that meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

## **SECTION 6.10 WAIVER OF NOTICE**

At any meeting where notice to the directors is required, any director may, before or after the meeting, waive his or her right to receive notice in one of the following ways: (a) signing a waiver of notice for that meeting; (b) signing a written consent to the holding of the meeting; (c) approving the minutes of the meeting; or (d) attending the meeting without protesting before or at its commencement about the lack of adequate notice to him or her. The waiver of notice or consent need not specify the purpose of the meeting, and all waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present has waived his or her right to receive notice of the meeting as provided for in this Section.

## **SECTION 6.11 ADJOURNMENT**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## **SECTION 6.12 NOTICE OF ADJOURNMENT**

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

## **SECTION 6.13 ACTION WITHOUT MEETING**

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

## **SECTION 6.14 FEES AND COMPENSATION OF DIRECTORS**

Directors and members of committees shall not receive compensation for their services as such. Directors and members of committees shall be entitled to reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable. No part of the net earnings of the 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 set forth in the Articles of Incorporation.

## **SECTION 6.15 NO LIABILITY OF DIRECTORS**

No director shall be personally liable for the debts', liabilities or obligations of this Corporation. The directors of this Corporation shall have no liability for dues or assessments.

## **SECTION 6.16 RESTRICTIONS ON CERTAIN DIRECTORS**

No member of the Board of Directors shall participate in any decision regarding the disposition or application of any amounts received from any trust (including, but not limited to, a defective grantor trust or a charitable lead trust of which a member of the Board of Directors is a settlor) which trust would be included in the gross estate of such member of the Board of Directors for federal estate tax purposes only if such participation were permitted or any amounts received by the Foundation as a result of a qualified disclaimer under Sections 2046 or 2518 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future internal revenue law. Any such amounts shall be held in a segregated fund of the Corporation with respect to which fund only members of the Board of Directors who are not affected by this provision may participate in such decisions.

## SECTION 6.17 INTERESTED PARTY TRANSACTIONS

(a) Contracts with or Loans to Directors or Officers. No director or officer of this Corporation, nor any other Corporation, firm, association, or other entity in which one or more of this Corporation's officers or directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless all the following are true; (i) the material facts regarding the director or officer's financial interest in such contract or transaction regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (iii) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

(b) Exception. This section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (i) is approved or authorized by a majority of the Board of Directors in good faith and without unjustified favoritism, and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

(c) Conflicts of Interest Policy.

(i) Preamble. This conflict of interest policy is designed to help directors and officers of the Corporation identify situations that present potential conflicts of interest and to provide the Corporation with a procedure that will allow a transaction to be treated as valid and binding even though a director or officer has or may have a conflict of interests with respect to the transaction.

(ii) Definitions.

The term "**Conflict of Interest**" refers to the following:

- (1) A Transaction between the Corporation and an Interested Party;
- (2) A Transaction between the Corporation and an entity in which an Interested Party has a Financial Interest;
- (3) A Transaction between the Corporation and an entity of which an Interested Party is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative;
- (4) Any situation in which an Interested Party competes with the Corporation in rendering services;

(5) Any situation in which an Interested Party has a Financial Interest or serves as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of or consultant to an entity that competes with the Corporation in the provision of services;

(6) Any situation in which an Interested Party accepts a gift, entertainment, or other favors from any individual or entity seeking to do business with or in competition with the Corporation;

(7) Any situation in which an Interested Party accepts a gift, entertainment, or other favors from any individual or entity that has received, is receiving, or is seeking to receive a loan, grant or other financial commitment from the Corporation; and

(8) Any other situation in which it might be inferred that an Interested Party was influenced or possibly would be influenced in the performance of his or her duties to the Corporation by a Financial Interest.

The term “**Financial Interest**” refers to an interest of any kind that, in light of the circumstances, is substantial enough that it would or reasonably could affect an Interested Party’s judgment with respect to the transaction.

The term “**Interested Party**” refers to any person serving as an officer or director for the Corporation and such officer or director’s spouse, domestic partner, parent, child, and sibling as well as the spouse or domestic partner of such parent, child and sibling.

The term “**Transaction**” refers to any agreement or relationship involving (i) the sale or purchase of goods, services, or rights of any kind, (ii) the providing or receipt of a loan or grant, (iii) the establishment of any other type of pecuniary relationship. The making of a gift to the Corporation is not a Transaction for purposes of this policy.

(iii) Policy and procedure.

(1) Prior to board action on a Transaction involving a Conflict of Interest, the Interested Party having the Conflict of Interest shall disclose all facts material to the Conflict of Interest to the entire Board of Directors or to the chairperson of the Board of Directors who shall then make such disclosure known to the entire Board of Directors at a meeting of the Board of Directors. Such disclosure shall be reflected in the minutes of the meeting.

(2) The Interested Party having the Conflict of Interest shall not participate in, or be permitted to hear, the Board’s discussion of the matter except to disclose material facts and to respond to questions regarding the same.

(3) The Interested Party having the Conflict of Interest shall abstain from voting on the matter and shall not be counted in determining the presence of a quorum for purposes of the vote. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting.

(4) In the event it is not entirely clear that a Conflict of Interest exists, the Interested Party with the potential Conflict of Interest shall disclose the circumstances to the chairperson of the Board or the Chair's designee, who shall determine whether a Conflict of Interest exists that is subject to this policy.

(iv) Review of policy and procedure.

(1) Each new Interested Party shall review a copy of this policy and shall acknowledge in writing that he or she has done so.

(2) Each Interested Party shall annually complete a disclosure form identifying any relationships, positions or circumstances in which he or she is involved that could contribute to a Conflict of Interest. Any such information shall be regarded as confidential and shall be made available only to the chairperson of the Board and the committee appointed to address Conflicts of Interest (if any) except to the extent additional disclosure is necessary to implement this policy and the procedures under it.

(3) This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Interested Parties.

## **ARTICLE VII EXECUTIVE COMMITTEE**

### **SECTION 7.01 EXECUTIVE COMMITTEE**

The Executive Committee of this Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and a Webmaster. The Corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.03. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the President.

### **SECTION 7.02 ELECTION OF EXECUTIVE COMMITTEE**

The members shall elect the officers during the annual members meeting. Members may make nominations. A vote shall then be held of all the members following an election procedure at the discretion of the current serving directors, such as secret ballot, email ballot, phone conference call, or other. Each member shall have as many votes as the number of directors being elected. Following an open call for nominations, the candidates who receive the most votes shall become elected officers. The elected officers (directors) shall then meet separately to select the Executive Committee members and in accordance with the same voting procedures as the election of directors. A simple majority of directors is necessary for election of Executive Committee members.

### **SECTION 7.03 SUBORDINATE OFFICERS**

The Board of Directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of this Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

### **SECTION 7.04 TERM LIMITS**

The term of office is two (2) years, except in the first election when some members may be elected for 1 year. Subsequently, three (3) members shall be elected in even-numbered years, two (2) shall be elected in odd-numbered years. No officer shall serve more than 2 consecutive years in the same position.

### **SECTION 7.05 REMOVAL OF OFFICERS**

Subject to the rights, if any, of an officer, any officer under contract of employment may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the board. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

### **SECTION 7.06 RESIGNATION OF OFFICERS**

Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### **SECTION 7.07 VACANCIES IN OFFICES**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

### **SECTION 7.08 RESPONSIBILITIES OF OFFICERS**

(a) President/Chief Executive Officer. The President shall be the chief executive officer of the Corporation and shall generally supervise, direct and control the business and the officers of the Corporation. The president shall preside at all meetings of the Board of Directors, and shall also have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

(b) Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, 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 upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time

may be prescribed for them respectively by the Board of Directors or by these bylaws. The vice-president shall perform the duties of the treasurer and/or assistant treasurer as needed and directed by the President.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the Principal Executive Office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, any waivers of notice, the names of those present at such meetings, and the proceedings of such meetings. Additionally, the secretary shall cause all waivers, consents and approvals executed by the Board of Directors shall be filed with the corporate records or made a part of the minutes of the appropriate meeting.

(ii) Articles of Incorporation and Bylaws. The Secretary shall keep, or cause to be kept, at the Principal Executive Office or such other place as the Board of Directors may direct, the original or a copy of the Corporation's articles of incorporation and bylaws as amended to date.

(iii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws to be given. The Secretary shall keep the seal of this Corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these bylaws. If for any reason the Secretary shall fail to give notice of any special meeting of the Board of Directors called by one or more of the persons identified in Section 6.08(a), then any such person or persons may give notice of any such special meeting.

(d) Treasurer/Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(i) Books of account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of this Corporation with such depositories as the Board of Directors may designate; shall disburse the Corporation's funds as may be ordered by the Board of Directors; shall render to the President and directors, whenever they request it, an account of all the Chief Financial Officer's transactions and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these bylaws.

(iii) Duties of President. In the absence or disability of the President, and if there be no Vice Presidents or if no Vice Presidents are present and available, the Chief Financial Officer 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 upon, the President.

(iv) Bond. If required by the Board of Directors, the Chief Financial Officer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to this Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

(e) Webmaster

(i) Duties. The Webmaster shall be responsible for updating and maintaining the website of the Corporation.

## **ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

### **SECTION 8.01 INDEMNIFICATION**

The Agents of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of New Jersey. For purposes herein, “**Agent**” means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of the Corporation.

### **SECTION 8.02 INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent in such capacity or arising out of the Agent’s status as such, whether or not this Corporation would have the power to indemnify the Agent against that liability under the provisions of this Section.

## **ARTICLE IX RECORDS AND REPORTS**

### **SECTION 9.01 MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep: (i) adequate and correct books and records of account; (ii) minutes in written form of the proceedings of its board and committees of the board; and (iii) a record of its directors, giving their names and addresses.

All such records shall be kept at the Corporation's Principal Executive Office. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

#### **SECTION 9.02 MAINTENANCE AND INSPECTION BY DIRECTORS**

This Corporation shall keep at its Principal Executive Office, the original or a copy of the articles and bylaws as amended to date. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of this Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### **SECTION 9.03 ANNUAL REPORT TO DIRECTORS**

(a) Not later than 120 days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the directors. Such report shall contain the following information in reasonable detail:

(i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(v) Any information required by Section 10.04.

(b) The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

#### **SECTION 9.04 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS**

No later than the time the Corporation gives its annual report, if any, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Each transaction, involving more than \$50,000 or which was one of a number of transactions with the same person or entity involving in the aggregate more than \$50,000, in

which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:

(i) Any director or officer of the Corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10% of the voting power of the Corporation, its parent or its subsidiary.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article IX hereof.

#### **SECTION 9.05 CONTRACTS, ETC., HOW EXECUTED**

The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

#### **SECTION 9.06 REPRESENTATIONS OF SHARES OF OTHER CORPORATIONS**

The President or any Vice President and the Secretary or any assistant secretary are authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all shares held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

### **ARTICLE X CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the New Jersey Domestic Nonprofit Corporation law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes a natural person, corporation, partnership, joint venture, trust or other entity.

### **ARTICLE XI AMENDMENTS**

Except as otherwise provided in these bylaws, the members may adopt, amend or repeal bylaws, provided that, if any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. Notwithstanding the foregoing, no

director who is a Restricted Director (as that term is defined in Section 6.16 of these bylaws) may participate in any amendment or repeal of Section 6.16 of these bylaws which has the effect of making such paragraph inapplicable to him or her.

**EXECUTION & CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Association of the General Wingate Secondary School Alumni Inc., and that the above-amended bylaws are the bylaws of this corporation as adopted by the Board of Directors and approved by the members of AGWSSA, effective \_\_\_\_\_, and they have not been amended or modified since that date.

\_\_\_\_\_  
Print Secretary's Name

\_\_\_\_\_  
Secretary's Signature