

BYLAWS OF THE PERRINEVILLE JEWISH CENTER, INC.

(A New Jersey Nonprofit Corporation)

ARTICLE 1: NAME

The name of this corporation is Perrineville Jewish Center, Inc.

ARTICLE 2: PURPOSES

This corporation has been formed for religious, educational and charitable purposes, to, as stated in greater detail in the corporation's Certificate of Incorporation. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes.

However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a **nonprofit** corporation by the laws of the State of New Jersey and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the Township of Millstone, County of Monmouth, State of New Jersey.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation is organized under Title 15A of the New Jersey Statutes for the purposes described above, and it shall be **nonprofit** and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this **nonprofit** corporation are irrevocably dedicated to religious, educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Trustee or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an **organization** dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6: **MEMBERSHIP**

Section 1. Membership shall be open to any person of good character who is Jewish, meaning a person who is the child of a Jewish mother or who has been converted to

Judaism. The Rabbi shall have sole authority to determine the validity of any purported conversion.

Section 2. Members shall have the following privileges: (a) to vote for members of the Board and to be eligible to serve on the Board, (b) to enroll their children in the corporation's school, upon payment of the prescribed fee, (c) to obtain seats at High Holy Day services for themselves and their family members (meaning spouses, ancestors, descendants, siblings, and their respective spouses), upon payment of the prescribed fee, and (d) to be buried in the corporation's cemetery, upon payment of the prescribed fee.

Section 3. Membership privileges shall be suspended if a member fails to pay all membership dues and other fees that are due and owing within 90 days of the date of billing. Such suspension of membership privileges may be waived, in whole or in part, by the Board for good cause.

ARTICLE 7: BOARD OF TRUSTEES

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

The Board shall have authority to fix the annual membership dues and such other fees as may be charged for services provided by the corporation or for the use of corporation facilities.

Section 2. Number of Trustees. The authorized number of trustees of the corporation shall not be less than ten nor more than twenty, until changed by amendment of the

Articles of Incorporation or these **bylaws**. The Board of Trustees shall fix the exact number of Trustees from time to time, within these limits. Until changed by the Board, the authorized number of Trustees shall be nineteen.

Section 3. Election, Designation, and Term of Office of Trustees. .

Trustees shall be elected at the annual meeting of the members of the corporation. At the first annual meeting of members of the corporation following the adoption of these bylaws, the trustees then elected shall be divided into two (2) approximately equal groups and designated to serve one (1) or two (2) year terms by a random method determined by the Board of Trustees. Thereafter, the term of office of each trustee shall be two (2) years. If any annual meeting is not held or the trustees are not elected at the annual meeting, the trustees may be appointed at any meeting of the Board by the president, with the approval of a majority of the Board. Each trustee, including a trustee chosen to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Trustees may serve any number of consecutive terms.

Section 4. Vacancies. A vacancy on the Board shall exist on the occurrence any of the following: (a) the death, resignation, or removal of any trustee; (b) the declaration by resolution of the Board of a vacancy in the office of a trustee who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a legal duty to the corporation, or has missed three (3) consecutive meetings of the Board of Trustees or a total of four (4) meetings of the Board during any one calendar year; (c) an increase in the authorized number of

Trustees; or (d) the failure of the Trustees, at any annual or other meeting of Trustees at which any Trustee or Trustees are to be elected, to elect the full authorized number of Trustees. The Board of Trustees, by affirmative vote of a majority of the Trustees then in office, may remove any Trustee for good cause at any regular or special meeting; provided that the Trustee to be removed has been notified in writing in the manner set forth in Article 7, Section 5, that such action would be considered at the meeting.

Except as provided in this paragraph, any Trustee may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. No Trustee may resign when the corporation would then be left without a duly elected Trustee in charge of its affairs.

Vacancies on the Board may be filled by vote of a majority of the Trustees then in office, whether or not the number of Trustees then in office is less than a quorum, or by vote of a sole remaining Trustee. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

Section 5. Meetings. The Board of Trustees shall hold an annual membership meeting in May of each year for the purpose of electing Trustees and officers of the corporation and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below. Other regular meetings shall be held at such times as are fixed by the Board of Trustees. Such regular meetings may be held without notice. Meetings may be held at the principal office of the corporation.

Meetings of the Board for any purpose may be called at any time by the chairperson of the Board, the president, the secretary, or any two (2) Trustees. Notice of the date, time, and place of meetings shall be delivered personally to each Trustee or communicated to each Trustee by telephone (**including a voice messaging system which records and communicates messages**), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the Trustee at the Trustee's address as it is shown upon the records of the corporation, deposited in the mails or given to the telegraph company or express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Trustee. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting. Presence of a majority of the Trustees then in office or twenty percent (20%) of the authorized number of Trustees, whichever is greater, at a meeting of the Board of Trustees constitutes a quorum for the transaction of business, except as otherwise provided in these **Bylaws**. Every act done or decision made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number, or the same

number after disqualifying one or more Trustees from voting, is required by the Articles of Incorporation, these **bylaws**, or the Law. Trustees may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these **bylaws** or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting. The Board of Trustees may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees

Section 9. Fees and Compensation. Trustees and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Trustees. Trustees may not be compensated for rendering services to this

corporation in any capacity other than Trustee, unless such compensation is reasonable and approved as provided in Article 8, Section 4.

ARTICLE 8: STANDARD OF CARE

Section 1. General. A Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board on which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Trustee believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, so long as in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. Except as provided in Article 8, Section 3.B, a person who performs the duties of a Trustee in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or

omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any Trustee or officer; provided, however, that this corporation may advance money to a Trustee or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Trustee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Trustees, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to **nonprofit** and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) *Definitions*: Unless otherwise defined, the terms used in this section have the following meanings:

1. "Interested Persons" - Any Trustee, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

B) Procedures

1. Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees, who are considering the proposed transaction or arrangement.

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2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3. Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

(a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations Of The Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose

actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records And Procedures: The minutes of the Board and shall contain:

(a)The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b)The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6 .Annual Statements

Each Trustee, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

(a)Has received a copy of the conflict of interest policy;

(b)Has read and understands the policy;

(c)Has agreed to comply with the policy; and

(d)Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or

more of its tax-exempt purposes.

Section 4. Compensation: No Employee or Independent Contractor may receive compensation, directly or indirectly, from the Corporation unless such compensation is first determined by the disinterested Trustees, or an authorized committee thereof, to be just and reasonable to the corporation. The names of the persons who were present for discussions and votes relating to the compensation arrangement, the content of the discussion, including any the information used to determine the reasonableness of the compensation, and a record of any votes taken in connection with the proceedings shall be maintained in the minutes of the Corporation

Section 5 Indemnification: To the fullest extent permitted by law, this corporation shall indemnify its agents, including its Trustees, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was an agent of the corporation. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses. The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any

liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9: COMMITTEES

Section 1. Committees of Trustees: The Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these **bylaws**.

Each such committee shall consist of two (2) or more Trustees, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. .The appointment of members or alternate members of a committee requires the vote of a majority of the Trustees then in office, provided that a quorum is present. The Board of Trustees may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that would also require the affirmative vote of the members of the corporation.
- (b) Fill vacancies on, or remove the members of, the Board of Trustees or in any committee that has the authority of the Board.
- (c) Amend or repeal the Articles of Incorporation or **bylaws** or adopt new **bylaws**.
- (d) Amend or repeal any resolution of the Board of Trustees that by its express

terms is not so amendable or repealable.

(e) Appoint any other committees of the Board of Trustees or their members.

(f) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

(g) Approve any self-dealing transaction.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Trustees.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these **bylaws**, concerning meetings and actions of Trustees, with such changes in the context of those **bylaws** as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules not inconsistent with the provisions of these **bylaws** for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 9, Section 1, the Board may appoint an Executive Committee composed of three (3) or more Trustees, one of whom shall be

the chairperson of the Board], to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1. The secretary of the corporation shall send to each Trustee a summary report of the business conducted at any meeting of the Executive Committee.

ARTICLE 10: OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a, president, first vice president, second vice president, secretary and treasurer, and such other officers as the Board may designate by resolution. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these **bylaws**, subject to control of the Board of Trustees, and shall perform such additional duties as the Board of Trustees shall from time to time assign.

The officers shall be chosen by the Board at its meeting immediately following the annual membership meeting at which trustees were elected, and shall serve for a term of one year. Any officer may be removed for good cause by the Board. Any officer may resign at any time by giving written notice to the Board of Trustees, the president, or the secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take

effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these **bylaws** for regular appointments to that office.

Section 2.. President . Subject to the control, advice and consent of the Board of Trustees, the president shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Trustees fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The president shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board. The president shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The president is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation. The president shall serve as chairperson of the Board.

Section 3. First Vice President. The first vice president shall exercise the functions of the president in the president's absence, shall provide such assistance to the president as the president may require, and shall discharge such other functions as may be assigned by the Board.

Section 4. Second Vice President. The second vice president shall exercise the functions of the president in the absence of the president and the first vice president, shall provide such assistance to the president as the president may require, and shall discharge such other functions as may be assigned by the Board.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents of the corporation which are to be kept at the principal office of the corporation, or at such other location as the Board may provide, shall act as secretary of all the meetings of the Board of Trustees, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the corporation, and shall see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these **bylaws**.

Section 6. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees. The treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Trustees, and shall render to the president and Trustees, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation.

If required by the Board of Trustees, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The corporation shall pay the cost of such bond.

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Trustees may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Trustees or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the president and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Trustees shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of

the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Trustees.

Without the express and specific authorization of the Board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and **Bylaws**. The corporation shall keep at its principal office, the original or a copy of its Articles of Incorporation and **bylaws** as amended to date, which shall be open to inspection by the Trustees at all reasonable times .

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office, or at such other location as the Board may approve, a copy of its federal tax exemption application and its annual information returns for three years from their date of filing.

Section 3. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Trustees, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office. Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements. The corporation shall prepare annual financial statements using generally accepted accounting principles. The Board shall cause an annual report to be provided to all Trustees, within 120 days after the end of the corporation's fiscal year, containing the following information:

- (a)The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b)The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c)The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year; and
- (d)The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year

ARTICLE 13: FISCAL YEAR

The fiscal year for this corporation shall begin on July 1 and shall end on June 30.

ARTICLE 14: AMENDMENTS AND REVISIONS

These **bylaws** may be adopted, amended or repealed by the vote of a majority of the members of the corporation present at a meeting at which a quorum of ten members is present. Such action is authorized only at a duly called and held meeting of the membership of the corporation for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, has been given in accordance with these **bylaws**

ARTICLE 15: CORPORATE SEAL

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

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the New Jersey **Nonprofit** Corporation Law, N.J.S.A. 15A-1 et seq., as amended from time to time shall govern the construction of these **bylaws**.

Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these **bylaws** invalid or

inoperative, then so far as is reasonable and possible (i) the remainder of these **bylaws** shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Perrineville Jewish Center, Inc., a New Jersey **nonprofit** corporation, and the above **bylaws** are the **bylaws** of this corporation as adopted by the membership of the corporation on May 5, 2008, and that they have not been amended or modified since that date.

Executed on May 5, 2008, at Perrineville, New Jersey

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Secretary