

**BYLAWS OF
FREEHOLD SOCCER LEAGUE, INC.**

ARTICLE I

NAME

The name of the Corporation shall be "Freehold Soccer League, Inc." hereinafter referred to as "Corporation" or "League".

ARTICLE II

SEAL

The Corporation's common seal shall be a solid circle displaying upon its face in raised letters the following legend around the circumference, "Freehold Soccer League, Inc.", and across the center, "Established 1971".

ARTICLE III

PURPOSE

The Corporation's purpose shall be to promote the game of soccer, for the youth of the Freehold area, by providing opportunities to play on recreational and travel teams and to participate in soccer related activities while reinforcing the spirit of fair play and sportsmanship.

ARTICLE IV

MEMBERSHIP

Section 1. Class of Members. The Corporation shall have two (2) classes of Members: General Members and Voting Members.

Section 2. General Members. The General Members of the Corporation shall be comprised of all recreational and travel team players, their coaches, parents and League volunteers. General Members who do not possess the qualifications of Voting Members set forth in Article IV, Section 3, shall not have the right to vote.

Section 3. Voting Members. Each Member of the Corporation's Board of Directors shall be a Voting Member. In addition, each registered team in the recreational and travel categories will have one (1) vote on all matters presented for a vote to the voting membership. The team vote shall be cast by the Team Coach. In the absence of the Team Coach, the Team Assistant Coach shall cast the vote. If neither the Team Coach nor the Team Assistant Coach can be present at a meeting where voting occurs, a parent or other team representative may, with the written authorization of the Team Coach, cast the team vote. A team representative must be present to cast a team vote.

Section 4. Attendance Requirements for Team Voting. In order to retain their rights as a Voting Member, a travel team must be represented by their Team Coach, Assistant Team Coach, parent or other team representative at a minimum of 75% of the travel team meetings held in a calendar year. Meetings are held monthly throughout the year. In order to retain their rights as a Voting Member, a recreational team must be represented by the Team Coach, Assistant Team Coach, parent or other team representative at a minimum of five of the monthly meetings held during the year.

Section 5. Limitation on Voting Rights. A Team Coach, Assistant Team Coach, parent or other team representative may act only for one registered team and may cast only one vote on all matters presented for vote to the voting membership, regardless of the number of teams in which he or she is involved. Additionally, if a Team Coach, Assistant Team Coach, a designated parent or other team representative is a Board member, he/she may cast only one vote.

Section 6. Suspension of Voting Rights. If a Team Coach, Assistant Team Coach, a designated parent or other team representative is suspended or expelled, it will not affect the voting rights of their team, but that individual will no longer be eligible to cast a vote on behalf of a team for the duration of the period of a suspension or expulsion.

Section 7. Voting List. The Secretary and President shall make and certify a complete list of the Voting Members entitled to vote at a Voting Member's meeting. This list shall include all names of teams and/or individuals eligible to vote. A Board Member/Secretary shall also keep an accurate attendance record of every recreational and travel team meeting

Section 8. Rights of Participation. All General and Voting Members shall be entitled to attend all League meetings, with the exception of meetings as outlined below, and participate in general League activities.

ARTICLE V

MEETINGS OF VOTING MEMBERS

Section 1. Annual Meeting. The Annual Meeting of Voting Members for the election of officers and Directors, and for the transaction of such other business as may properly come before the meeting, shall be held on the first Monday of December in Freehold, New Jersey, or at such other time and place within the State of New Jersey as may be designated by the Board of Directors.

Section 2. Special Meetings. Except as otherwise provided by law or by the Certificate of Incorporation, special meetings of the Voting Members may be called by or at the direction of the President, or a majority of the Directors then in office and shall be held at such time and place within the State of New Jersey as shall be designated in the notice of the meeting.

Section 3. Notice. Notice of the time and place of any meeting of Voting Members and, in case of a special meeting of Voting Members, the purpose or purposes for which the meeting is called, shall be provided to each Voting Member in writing at least seven (7) days before the date on which the meeting is to be held, either personally or by mail or email, by or at the direction of the President or the Secretary of the Corporation. Such further or earlier notice shall be given as may be required by law. The attendance of a Voting Member at any meeting shall

constitute a waiver of notice of such meeting unless the Voting Member's attendance is to object to the transaction of business because the meeting is not lawfully called or convened. No notice shall be necessary for any adjourned meeting.

Section 4. Voting Rights. Each Voting Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of Members, provided that the individual meets the qualification of a Voting Member and the limitations on voting rights set forth in Article IV, Section 5 are followed.

Section 5. Quorum. At least 20 Voting Members must be present at a meeting in order for there to be a quorum for the transaction of business at any meeting of the Voting Members, but if less than 20 Voting Members are present at a meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. The action of a majority of the Voting Members present at a meeting at which a quorum is present shall be the action of the Voting Members. Voting Members may participate in a meeting of the Voting Members by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation at a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Powers, Authority and Number. Except as to those powers reserved to the Members in the Certificate of Incorporation or in these Bylaws or by law, all the corporate powers and authority of the Corporation shall be vested in a Board of Directors of not less than 8 nor more than 14 Directors, who shall be elected or appointed as set forth in Article VI, Section 3. The Board of Directors of the Corporation is hereinafter referred to as the "Board" and its members as "Directors".

Section 2. Term of Office. The term of office of each Director shall be two (2) years.

Section 3. Election and Appointment of Directors. Officers shall be elected at the Corporation's Annual Meeting of Voting Members by the Voting Members to serve as officers and shall serve as Members of the Board of Directors by virtue of their office. The President, within 30 days of the annual meeting, shall appoint a Sargent of Arms for a 1 year term, and communicate his/her appointment to the membership in writing. The Sergeant of Arms shall be charged with the responsibility of keeping order at all Board and regular meetings. The Sergeant of Arms will have those voting rights currently held by them (if any) in their capacity as a Board member or team representative. Other individuals shall be eligible for election to the Board based on their involvement and participation as volunteers chairing committees or otherwise demonstrating a significant commitment to League activities. In 2011, individuals serving in the following positions shall be elected to two year terms: President, Secretary, Second Vice President, Tournament Director, Girls Recreation Commissioner, Fields Commissioner, and Training and Development Coordinator. In 2011 and 2012, individuals serving in the following positions shall be elected to one year terms: First Vice President, Treasurer, MOSA/State Representative, Borough/Township Liaison, Boys Recreation Commissioner, Referee Coordinator, and Fundraising/Publicity Commissioner. Beginning in 2013 and thereafter, all Board positions shall carry a two year term.

Section 4. Qualifications. No Member of the Board of Directors shall be elected or appointed to the Board of Directors unless he or she has been involved in the League for at least one year prior to the date of the election. Members nominated to be President must have two years of prior experience on the Board of Directors, in any position. Anyone nominated to the Board of Directors must be present to accept the nomination or must submit, in writing, acknowledgement of his or her acceptance of the nomination. An individual affiliated with

another soccer club within a league as a travel team coach, Board Member or official cannot hold a position on the Board of Directors of the Freehold Soccer League, Inc.

Section 5. Election. The election of elected Directors shall take place at each Annual Meeting of the Voting Members. Election shall be by a majority vote of the Voting Members present. Any Director, upon the expiration of his term of office, may become eligible for reelection. Directors shall be selected for their ability to participate effectively in fulfilling the Board's responsibilities. Directors shall be proposed by nomination seven days prior to the Annual Meeting by filing with the Secretary of the Corporation the nomination signed by at least two Board Members of the Corporation. If a nomination for a particular position has not been made at least seven (7) days prior to the Board meeting, a nomination may be made from the floor for that position. All nominations must be seconded. The names of the nominees shall be forwarded with the notice of the meeting. All elected Directors shall assume office at the close of the meeting where they were elected.

Section 6. Voting Procedures. In the first ballot, in case any of the officers fail to receive a majority vote, a second vote shall be taken on the three highest candidates; and upon like failure a third ballot on the two highest. If this results in a tie, voting shall continue until one candidate receives the majority of the votes cast.

Section 7. Increase, Decrease and Vacancies. The Board of Directors may increase or decrease the size of the Board to any number, within the maximum and minimum prescribed by these Bylaws, and may also fill any vacancies which may have occurred since the last Annual Meeting (including vacancies created by an increase in the membership of the Board), provided, however, that no decrease shall have the effect of shortening the term of any incumbent Director. Any Director holding his or her position by reason of holding a position as an officer or another League position shall cease to serve as Director if he or she shall cease to hold the position

specified as the basis for qualification for membership on the Board. In the case of a vacancy, the President may appoint an individual to said position, and, with Board approval, this person shall remain in said position for the remainder of the unexpired term of that Board position.

Section 8. Removal. A Director may be removed with cause by affirmative vote of a majority of the Board of Director present at a meeting at which a quorum is present.

ARTICLE VII

MEETINGS OF THE BOARD

Section 1. Annual Meeting. The regular meeting scheduled for 8:00 p.m. on the first Monday in December of each year shall constitute the Annual Meeting of the Board, unless it is changed with the appropriate notice provided to the Voting Members. The place of the Annual Meeting shall be set by Resolution of the Board.

Section 2. Regular Meetings. Regular meetings of the Board shall be held at 8:00 p.m. on the fourth Monday of every month at a place as may be set by Resolution of the Board at the Annual Meeting. If the Board does not prescribe the date, time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the Secretary in the notice of the meeting. The Board may, by Resolution approved by a majority of the Board, alter the time, place and date of regular meetings. Meetings of the Board shall be open only to Board members unless the Board has granted permission in advance for individuals who are not members of the Board to attend a Board meeting. Any individuals who are not Board members must make a written request via email to the Board Secretary at least seven (7) days prior to the meeting at which they wish to appear. The Secretary shall communicate the Board's decision regarding the attendance of the individual(s) to such individuals via email in advance of the meeting.

Section 3. Special Meetings. Special Meetings of the Board shall be called by the Secretary when required by the President or upon the written request of not less than eight (8) Voting Members who are not Directors, plus at least three (3) of the Directors specifying the purpose of such a call. The time and place of special meetings shall be designated in the notice of the meeting. The President shall cause the special meeting to take place no more than 21 days after the receipt of a written request for the scheduling of a special meeting. The Secretary shall give at least forty-eight (48) hours written notice of a special Board meeting to each Board member by either regular mail or email.

Section 4. Notice. Written notice of all meetings of the Board which are to be held or which have been adjourned, cancelled or changed as to place, date or hour, shall be given by or under the direction of the Secretary and mailed or emailed to each Director at the appropriate address appearing on the books of the Corporation. All notices shall state the place, date and hour of the meeting, and, in the case of a special meeting, shall also state the reason for which the meeting is called. Only the business stated in the notice of special meeting may be transacted at a special meeting. Notice of regular meetings, including Annual Meetings, shall be mailed or emailed at least seven (7) days before the date of any such meeting. Notice of a cancellation of a regular meeting shall be mailed or emailed at least three (3) days before the date of the regularly scheduled meeting or, in the case of an unusual circumstance, whatever is reasonable. . Notice of special meetings or meetings which have been called because a meeting has adjourned for lack of quorum shall be mailed or emailed at least forty-eight (48) hours before the date of any such meeting. Notice of any meeting may be waived in writing by a Director. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum and Manner of Acting. A quorum for the transaction of any business at all meetings of the Board shall consist of not less than a majority of the current Directors. Unless otherwise provided by law or these Bylaws, action by a majority of those present at any duly organized meeting shall constitute lawful action by the Board. If a quorum is lacking, a majority of the Directors present may adjourn any such meeting from time to time until a quorum is acquired. Directors may participate in a meeting of the Board by means of conference telephone or similar equipment through which all persons participating in the meeting can hear each other and participation at a meeting in this manner shall constitute presence in person at the meeting. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to such action, a consent in writing, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof.

Section 6. Agenda. The order of business at meetings of the Board shall be fixed by the President.

ARTICLE VIII

ORDER OF BUSINESS

The following shall be the order of business at the meetings of this League.

Section 1. Annual Meeting and Regular Board Meetings.

1. Roll Call/Sign In
2. Review and/or Approval of the minutes of the previous Meeting
3. Report of current Board members
4. Old Business
5. New Business

The President has the right to request modification of the order of business with approval of a majority vote of the Board of Directors.

Section 2. Special Meetings.

1. Roll Call
2. Business of Special Meetings
3. Final Roll Call
4. Motion for Adjournment

ARTICLE IX

RULES OF ORDER

The following Rules of Order will be considered part of the Bylaws and binding upon the meetings of this League.

1. All motions will be reviewed by Board members (at a Board meeting) or the Voting Members (at a meeting of the Voting Members), but if there are no objections, it may be withdrawn at any time before a decision or amendment.
2. When a question is before the meeting, no motion will be in order except:
 - a. To vote on the motion.
 - b. To amend the motion.
3. A motion to declare a vote null and void, because of an error, will be in order if submitted immediately after taking the vote.
4. A motion may be only amended once.
5. All motions, unless fixed by law, will be decided by a majority vote.
6. All resolutions shall be recorded in the minutes.
7. No motion to adjourn will be in order, until the regular business of the meeting has been completed.
8. It will take a two-thirds (2/3) vote of the Board of Directors to add, amend, suspend or repeal any of these rules of order or by-laws.

9. No report from a Special Committee will be accepted unless in writing.
10. All questions of order not provided for by these rules will be governed by the usual parliamentary rules as set forth in Robert's Rules of Order.

ARTICLE X

RECREATION AND TRAVEL LEAGUE TEAM GUIDELINES

The recreation and travel team guidelines shall be those guidelines that are adopted by the Board of Directors.

ARTICLE XI

OFFICERS

Section 1. Officers. All officers shall be elected for a term of two (2) years by the Voting Members at the Annual Meeting. An officer, upon the expiration of his or her term of office, may become eligible for reelection. Officers shall hold office for their term or until their successors are elected and qualified, unless they shall sooner resign or be removed.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over its business and affairs, subject at all times to the authority and control of the Board. The President shall preside at all League meetings; maintain order and decorum; faithfully and impartially enforce the Bylaws; decide all questions of order, subject to an appeal to the Voting Members; announce the business before the meeting in the order in which it is to be acted upon; duly receive and submit all proper motions and propositions presented by Voting Members; put to vote all seconded questions and announce the results; restrain debates within the rules of order; and appoint all League Committee members including, but not limited to, such committees as may be deemed necessary by the Board to accomplish a particular purpose. He or she shall not have a vote on any matter except a deciding vote in case of a tie. The President shall call all special meetings through the Secretary. The President shall have the express authority by his or her actions alone to cause the League to be

indebted or in some other way become financially obligated for expenditures not in excess of Five Hundred Dollars (\$500.00). He or she shall have the authority to authorize expenditure of greater sums only with the consent of a majority vote of the Board of Directors. He or she shall sign and execute in the name of the Corporation duly authorized deeds, leases, mortgages, bonds, obligations, contracts and other instruments within the guidelines set forth above. He or she shall present an oral or written report of the conditions and affairs of the Corporation at the Annual Meeting. He or she shall have and perform such other responsibilities and duties as may be required of him or her by these Bylaws or as may be assigned to him or her from time to time by the Board.

Section 3. Vice-Presidents. The First Vice-President and the Second Vice President shall perform specified functions and duties as shall be designated by the President and such other duties as may be designated by the Board from time to time. In the absence of the President, the First Vice President shall perform all his or her incumbent duties.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the Board and Board committees in one or more books provided for that purpose; keep a record of any actions of the Voting Members; assure that the minutes of all meetings of the Board and Board committees are prepared and filed with the records of the Corporation and distributed to all Voting Members; assure that all notices are given in accordance with the provisions of the Bylaws and as required by law; be custodian of the corporate records and of the seal of the Corporation; assure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board. The Secretary shall keep fair and impartial minutes and records of the League meetings, and distribute them

within a timely matter as determined by the Board of Directors. He or she shall attend the Annual Meeting and every Board of Director's meeting in which he or she shall have the requisite books and papers at the appointed time and place of such meeting. If the Secretary is not present at a meeting, the President shall appoint another Board member to serve as Secretary for that meeting.

Section 5. Treasurer. The Treasurer shall be responsible for oversight of financial matters of the Corporation. The Treasurer shall keep a just and true record of all League funds and securities. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the League; keep a correct amount of all League receipts and disbursements in a book provided for that purpose; and render to the League a statement of his or her books at the Annual Meeting of the League. He or she shall also render interim monthly reports of his or her books to the Board of Directors. The books, papers and documents of the League in his or her possession shall always be subject to the inspection of any active member, but shall not be taken from his or her possession without the authority of the majority of the Board of Directors. He or she shall perform such other duties as from time to time may be assigned by the President or the Board. An audit of the organization must be conducted by an independent firm as required by law or, at a minimum, every other year. The firm will be selected by the Board of Directors. If required by the Board, the Treasurer shall give a bond, at the Corporation's expense, for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine.

Section 6. Chair, Training and Development. The Chair, Training and Development is responsible for establishing and executing comprehensive training programs for the League when asked to do so by the Board. In addition, the Chair, Training and Development shall ensure that the League is continually working to enhance soccer skills and sportsmanship.

Section 7. Dual Positions. One person may hold two or more offices except that one person may not hold both the offices of President, Treasurer, and Secretary.

Section 8. Resignation and Removal. Any officer may be removed by a three-fourths majority vote of the Board.

Section 9. Signature on Checks. All checks shall require two signatures.

Section 10. Corporate Actions. Corporate actions requiring the filing of a written document evidencing such action shall be signed by the President and attested by the Secretary. In the absence of the President and/or Secretary, such other officers shall sign and attest as designated by the Board.

ARTICLE XII

COMMITTEES

The Board shall establish such committees as may be necessary to carry out particular League objectives. Committees may be abolished by the Board when there is no longer a need for a particular committee. The President shall appoint committee members.

ARTICLE XIII

INDEMNIFICATION

To the extent permitted by law the Corporation shall indemnify its past or present Directors and officers, and their heirs, executors, and administrators, against any and all expenses actually and necessarily incurred by them in connection with the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Director or officer of the Corporation, except in relation to matters as to which any such Director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The termination of

any action, suit or proceeding by judgment, order, settlement, or conviction upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person engaged in willful misconduct. The right of the Director or officer to indemnification by the Corporation shall be in addition, and not exclusive of, all other rights to indemnification to which he otherwise may be entitled.

The Board by resolution may indemnify, under comparable terms and limitations, employees and agents of the Corporation with respect to activities within the scope of their services as members of committees, officials, or agents of the Corporation.

ARTICLE XIV

CONFLICT OF INTEREST TRANSACTIONS

Any contract or other transaction which may in unique circumstances be entered into between this Corporation and one or more Directors or officers, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or officers are directors, trustees, or officers or have a significant financial or influential interest, may be declared void or voidable by the Board unless all of the following conditions are met:

- (a) The relevant and material facts as to such Director's or officer's interest in such contract or transaction and as to any common directorship, officership, or financial or influential interest were disclosed in good faith in advance by such Director or officer to the Board, and such facts are reflected in the minutes of the Board meeting; and
- (b) The relevant and material facts, if any, known to such interested Director or officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were

disclosed in good faith in advance by such Director or officer to the Board, and such facts are reflected in the minutes of the Board meeting; and

- (c) Such interested Director or officer has, as determined by the judgment of the Board: (1) made the disclosures and fully responded to questions concerning the matters referenced in (a) and (b) above; (2) fully met the burden of proof at the time such contract or transaction is authorized that the contract or transaction is fair and reasonable to this Corporation; and (3) not otherwise significantly influenced the action of the Board with respect to the contract or transaction; and all such determinations by the Board are reflected in the minutes of the Board meeting; and
- (d) The Board authorized such contract or transaction by a vote of at least a majority of the Directors present at a meeting at which a quorum was present, and such interested Director or officer was not present at such time as the vote was taken nor counted in determining the presence of a quorum or in determining the majority vote.

The Board may adopt conflict of interest policies for the Corporation including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by Directors, officers, committee members, and key employees disclosing any existing and potential dualities of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

ARTICLE XV

CHARGES

Section 1. Charges. All charges brought against any officer or a General or Voting Member shall be laid before the Board of Directors, who at a regular or special meeting, shall review the charges. No charges will be accepted unless submitted in writing and signed by the individual(s) bringing the charges within forty five (45) days of the incident. If necessary, the person or persons filing the claim may apply, in writing, for one forty five (45) day extension. If the President deems it necessary, he/she may appoint a five (5) person Disciplinary Review Committee to assist the Board of Directors. In the event that charges are brought against the President, the First Vice-President would decide on whether or not a Disciplinary Review Committee is needed and be in charge of appointing the necessary people to serve on said Disciplinary Review Committee.

Section 2. Right to Appear. The individual being charged shall have the right to appear and be heard by the Board of Directors at the meeting when the charges are introduced and also at the meeting when the Board announces the results of its investigation and the action to be taken.

Section 3. Board Action. The Board of Directors shall take such action, as they deem appropriate as a result of their investigation.

Section 4. Notice. No officer or General or Voting Member of this League shall be the subject of disciplinary action unless he or she has been served with written notice of the time and place of the meeting at which the Board of Directors will hear the charges presented.

Section 5. Review Procedure. The individual being charged shall be furnished a written notice by the Secretary of the League listing the charges being brought against him or her, at least fourteen (14) days prior to the meeting at which the matter will be considered by the Board

in order that he or she may have an opportunity to prepare a defense. The charged officer or General or Voting Member must give written notice to the Board of Directors of his/her request to attend the meeting at which the request for disciplinary action will be considered by the Board at least seven (7) days prior to the date of said meeting. The written notice must include the names of the person and or persons attending on behalf of the individual being charged, and their relationship to the individual being charged. An individual being charged has the right to be represented by legal counsel, but such representation must be identified in the written notice to the Board which is referenced above. If an individual being charged elects to be represented by legal counsel at the meeting, the Board must also be represented by legal counsel at the meeting. Upon receipt of the written notice to the Board which is referenced above, the Board of the Directors has the right to postpone the meeting regarding the issue for thirty (30) days. The postponement shall be communicated in writing to the individual being charged at least three days before the originally scheduled date of the meeting.

Section 6. Immediate Action. The President (or by motion from the floor should the President fail to act) may take immediate disciplinary action with regard to the officer or General or Voting Member being charged. Immediately upon receiving notice of such immediate disciplinary action from the Secretary, the individual being charged shall deliver to the Secretary, all money, effects or other League property thereof in his or her possession, until the cause of such is removed.

Section 7. Appellate Review. Any officer or General or Voting Member who is disciplined shall have the right to appeal to the Voting Members for an appellate review of any disciplinary action taken by the Board of Directors regarding the suspension or expulsion. Written notice of the intention to appeal must be given to the League Secretary within thirty (30) days of the member's notification of the Board's disciplinary action. At such meeting, only one

motion and subsequent amendment of the motion will be allowed. If the motion and a single amendment of the motion (if needed) does not pass, there will be no further appeals allowed and the disciplinary action will stand.

ARTICLE XVI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed as set forth in the Certificate of Incorporation of the Corporation.

ARTICLE XVII

MISCELLANEOUS IMPLEMENTING PROVISIONS

Section 1. Term of Incumbency. When any definite term or period of incumbency is specified in these Bylaws for any membership, office, position or employment it shall be construed to continue in the incumbent therein until a successor is elected or appointed and qualifies, unless sooner removed, or the membership, office, position or employment is sooner discontinued.

Section 2. Gender. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

ARTICLE XVIII

AMENDMENTS

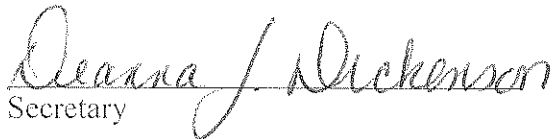
Section 1. Bylaws. These Bylaws, or any part thereof, may be amended, revised, or rescinded, and new Bylaws may be adopted, at any regular or special meeting of the Board by the affirmative vote of a two-thirds majority of the Directors thereof present. A general statement of the proposal to amend, revise or rescind as aforesaid shall be included in the notice of the meeting.

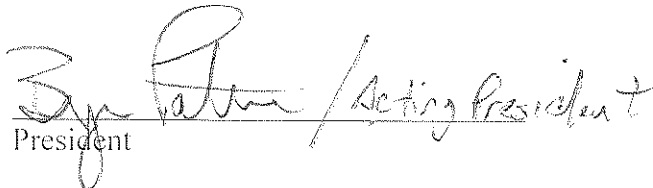
Section 2. Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be altered, amended, restated or repealed by a two-thirds affirmative vote of the Board of Directors present at a meeting called for the purpose of considering and voting upon the proposed amendment. The proposed amendment shall be submitted to the Voting Members for a vote at the Annual Meeting or at a special meeting of the Members called for that purpose.

Written notice of the meeting shall be sent to the Voting Members using the notice provisions set forth in these Bylaws for meetings of the Members. The notice shall set forth the text of the proposed amendment. An amendment of the Certificate of Incorporation may be adopted by a two-thirds vote of the Voting Members. Upon adoption, a certificate of amendment or amended and restated Certificate of Incorporation shall be filed with the State Treasurer as provided by law.

Adopted: **December 5, 2011**


Attest:


Secretary


President

Sworn & Subscribed to
before me this 6th
day of January, 2012.

Docs # 742306-v4


JENNIFER M. NAUERZ
A Notary Public of New Jersey
My Commission Expires December 22, 2012